

EXHIBIT 4

Joseph F. Pavlik

August 20, 2024

UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

JAMES DEPPOLETO,

Plaintiff,

vs.

Case No. 2:22-cv-02013

TAKEOVER INDUSTRIES
INCORPORATED, et al.

Defendants.

_____ /

VIRTUAL REMOTE VIDEO-RECORDED

DEPOSITION OF JOSEPH F. PAVLIK

TUESDAY, AUGUST 20, 2024

LAS VEGAS, NEVADA

Reported by: KENDALL KING-HEATH, NV CCR No. 475
CA. CSR No. 11861

Joseph F. Pavlik

August 20, 2024

<p style="text-align: right;">Page 2</p> <p>1 UNITED STATES DISTRICT COURT</p> <p>2 DISTRICT OF NEVADA</p> <p>3</p> <p>4 JAMES DEPPOLETO,</p> <p>5 Plaintiff,</p> <p>6 vs. Case No. 2:22-cv-02013</p> <p>7 TAKEOVER INDUSTRIES</p> <p>8 INCORPORATED, et al.</p> <p>9 Defendants.</p> <p>10 _____/</p> <p>11</p> <p>12</p> <p>13 VIRTUAL REMOTE VIDEO-RECORDED DEPOSITION</p> <p>14 of JOSEPH F. PAVLIK, taken on behalf of</p> <p>15 Plaintiff, commencing on Tuesday, August</p> <p>16 20, 2024, at 1:02 p.m. The witness</p> <p>17 appeared remotely from Las Vegas,</p> <p>18 Nevada, taken before Kendall King-Heath,</p> <p>19 Certified Court Reporter, No. 475, for</p> <p>20 the State of Nevada, No. 11861, for the</p> <p>21 State of California.</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p style="text-align: right;">Page 3</p> <p>1 ZOOM/TELECONFERENCE APPEARANCE:</p> <p>2 For the Plaintiff:</p> <p>3 PATRICK HARVEY, ESQ.</p> <p>4 HUSCH BLACKWELL</p> <p>5 511 North Broadway</p> <p>6 Suite 1100</p> <p>7 Milwaukee, WI 53202</p> <p>8 (414) 273-2100</p> <p>9 patrick.harvey@buschblackwell.com</p> <p>10</p> <p>11</p> <p>12 For the Defendants:</p> <p>13</p> <p>14 DAVID SEXTON, ESQ.</p> <p>15 HALL & EVANS</p> <p>16 1160 North Town Center Drive</p> <p>17 Suite 330</p> <p>18 Las Vegas, NV 89144</p> <p>19 sextond@hallevans.com</p> <p>20</p> <p>21</p> <p>22 ALSO PRESENT:</p> <p>23 Mary Kate Metzger, Court Videographer</p> <p>24</p> <p>25</p>
<p style="text-align: right;">Page 4</p> <p>1 INDEX</p> <p>2</p> <p>3 EXAMINATION</p> <p>4</p> <p>5 WITNESS PAGE</p> <p>6 JOSEPH F. PAVLIK</p> <p>7</p> <p>8 By Mr. Harvey 6</p> <p>9</p> <p>10 EXHIBITS</p> <p>11 (None Marked.)</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p style="text-align: right;">Page 5</p> <p>1 TUESDAY, AUGUST 20, 2024</p> <p>2 1:02 p.m.</p> <p>3 -o0o-</p> <p>4 THE VIDEOGRAPHER: We are now on the</p> <p>5 record at 1:02 p.m. Pacific Daylight Time on</p> <p>6 Tuesday, August 20th, 2024. Audio and video</p> <p>7 recording will continue to take place until a</p> <p>8 parties agree to go off the record. Please note</p> <p>9 that the microphones are sensitive and may pick</p> <p>10 up whispering and private conversations.</p> <p>11 For the purpose of creating a</p> <p>12 witness-only video recording, the witness is</p> <p>13 being spotlighted or locked on all video screens</p> <p>14 while in speaker view. We ask that the witness</p> <p>15 not remove the spotlight setting during the</p> <p>16 deposition, as it may cause other participants to</p> <p>17 appear on the final video rather than just the</p> <p>18 witness. For anyone who doesn't want the</p> <p>19 witness' video to take up the large part of your</p> <p>20 screen, you may click the gallery view button in</p> <p>21 the upper right corner of remote depo interface.</p> <p>22 This is the video-recorded proceeding</p> <p>23 of Joseph Pavlik taken by counsel for the</p> <p>24 Plaintiff in the matter of James V. Deppoleto,</p> <p>25 Jr., versus Takeover Industries, Incorporated.</p>

Joseph F. Pavlik

August 20, 2024

<p style="text-align: right;">Page 6</p> <p>1 My name is Mary Kate Metzger, remote 2 videographer on behalf of U.S. Legal Support. I 3 am not related to any party in this action, nor 4 am I financially interested in the outcome. The 5 court reporter is Kendall Heath on behalf of U.S. 6 Legal Support. 7 Counsel, could you please state your 8 appearances for the record, after which the court 9 reporter will swear in the witness. 10 MR. HARVEY: Patrick Harvey for the 11 Plaintiff. 12 MR. SEXTON: David Sexton for 13 Defendants. 14 (Witness sworn.) 15 Thereupon, 16 JOSEPH F. PAVLIK, 17 called as a witness by the Plaintiff 18 having been duly sworn, testified as 19 follows: 20 EXAMINATION 21 BY MR. HARVEY: 22 Q Could you state and spell your full 23 name for us, please. 24 A Joseph Pavlik. J-o-s-e-p-h, 25 P-a-v-l-i-k.</p>	<p style="text-align: right;">Page 7</p> <p>1 Q Middle name? 2 A Francis. 3 Q With an "I"? 4 A F-r-a-n-c-i-s; correct. 5 Q And what's your address, sir? 6 A Currently I am at 17047 Racoon Trail in 7 Strongsville, Ohio. 8 Q Any plans to move in the next couple of 9 months? 10 A I would like to. 11 Q And are you going to stay in Ohio or 12 some other state? 13 A Depends what I can afford. I've been 14 working without pay. So I'm -- this whole deal's 15 kind of disrupted my life, so I'm just trying to 16 get through it. 17 Q Can you walk me through your education, 18 just high school on? 19 A Yeah. High school. Do you want to 20 know the institutions or -- 21 Q Yes, please. 22 A Went to Cleveland Saint Ignatius. 23 Mount Union college, Baldwin Wallace college, 24 Kent State and focused on exercise physiology, 25 nutrition science, business and marketing.</p>
<p style="text-align: right;">Page 8</p> <p>1 Q You said you went to Kent State. Did 2 you get a degree from there? 3 A Did not get a final degree. Pursued 4 master's studies. 5 Q And what were the other colleges you 6 mentioned? 7 A Mount Union college and Baldwin Wallace 8 college. 9 Q Did you get degrees from Mount Union? 10 A Baldwin Wallace. I transferred for my 11 undergrad. 12 Q Bachelor of science? 13 A Yes. 14 Q In what? 15 A Business and exercise science. 16 Q Any degrees other than the one from 17 Baldwin Wallace that you have? 18 A No. 19 Q Any other education other than what you 20 just told me? 21 A Formally, no. 22 Q Okay. Have you ever had your 23 deposition taken before? 24 A Once before. 25 Q And what was the context for that?</p>	<p style="text-align: right;">Page 9</p> <p>1 A That was in maybe April of 2021, when 2 the Takeover company was launched. It was done 3 by the SEC to confirm that it actually was a real 4 company. 5 Q So an SEC lawyer was the one asking you 6 questions? 7 A That's correct. I don't know -- I'm 8 not sure if it was a lawyer, but it was someone 9 from the SEC. And it was -- after it was done, 10 it was written off because it proved that we did 11 have a company. 12 At the time, it was -- you know, 13 this -- the Twitter world sort of had some things 14 going on out there that we had to substantiate 15 that the company was real, which we did. 16 Q Was there a formal lawsuit that was 17 instigated by the SEC that you're aware of? 18 A No. 19 Q Was there a formal SEC investigation? 20 A I believe it was maybe an informal 21 investigation, but I'm not sure what the exact 22 title was. They just wanted to ask a few 23 questions, that they did to a few people within 24 the company. And -- 25 Q Who else -- I'm sorry. Go ahead. Who</p>

<p style="text-align: right;">Page 10</p> <p>1 else did the SEC interview?</p> <p>2 A I think just Toby McBride.</p> <p>3 Q Was your interview or deposition, was</p> <p>4 it recorded, to your knowledge?</p> <p>5 A I believe it was.</p> <p>6 Q Was it in person or was it via video?</p> <p>7 A It was video.</p> <p>8 Q Was it similar to what we're doing</p> <p>9 here, where you were in one location and they</p> <p>10 were in a totally different location?</p> <p>11 A Yes.</p> <p>12 Q Okay. Other than that, have you been</p> <p>13 deposed at all?</p> <p>14 A No, sir.</p> <p>15 Q Ever given trial testimony?</p> <p>16 A No, sir.</p> <p>17 Q And I assume you had a chance to speak</p> <p>18 with your lawyer. I don't want to go into the</p> <p>19 substance of it, other just want to confirm he</p> <p>20 had a chance to go over the deposition rules,</p> <p>21 things like make sure you answer out loud and</p> <p>22 things of that nature.</p> <p>23 Do I need to go over those again or can</p> <p>24 we skip past that?</p> <p>25 A Yes, sir. We discussed that. We can</p>	<p style="text-align: right;">Page 11</p> <p>1 skip past it, but I will --</p> <p>2 Q Okay.</p> <p>3 A -- say that I did have a neck -- a</p> <p>4 cervical epidural in my neck last Friday, which</p> <p>5 I've been having some side effects from that. So</p> <p>6 I've just been feeling off, but I didn't want to</p> <p>7 cancel the deposition, so I'm going to do my best</p> <p>8 to complete it.</p> <p>9 Q Are you unable to answer questions</p> <p>10 truthfully today because of that condition or any</p> <p>11 other condition?</p> <p>12 A I'm sorry, could you repeat that?</p> <p>13 Q Because of the medical condition that</p> <p>14 you just mentioned or any other medical</p> <p>15 condition, is there a reason that you can't</p> <p>16 answer fully and truthfully today?</p> <p>17 A Of course not, no. I was just making</p> <p>18 that statement because I've been feeling a little</p> <p>19 off and I might not be at the full speed that I</p> <p>20 would normally speak at. That's all, sir.</p> <p>21 Q Okay. I'm not going to go over all the</p> <p>22 deposition rules since you had a chance to go</p> <p>23 over them with your counsel. The only one I am</p> <p>24 going to reiterate is, if you don't understand</p> <p>25 any of my questions today, feel free to let me</p>
<p style="text-align: right;">Page 12</p> <p>1 know. I'm happy to rephrase them to make sure</p> <p>2 that we're on the same page before you give any</p> <p>3 answers; okay?</p> <p>4 A Okay.</p> <p>5 Q By the same token, though, if you</p> <p>6 answer one of my questions, I'm going to assume</p> <p>7 that you understood; it that fair?</p> <p>8 A Okay.</p> <p>9 Q Okay. Did you review any documents to</p> <p>10 prepare for your deposition today?</p> <p>11 A Just a few of the documents that were</p> <p>12 submitted prior that were completed.</p> <p>13 Q And what documents were those?</p> <p>14 A Just the questions and answers from the</p> <p>15 last round of questions that was asked to us from</p> <p>16 you guys, I believe.</p> <p>17 Q You're referring to interrogatory</p> <p>18 questions and written answers to those</p> <p>19 interrogatory questions?</p> <p>20 A Yes.</p> <p>21 Q Okay. Other than those, did review any</p> <p>22 other documents?</p> <p>23 A No.</p> <p>24 Q Other than your lawyer, did you speak</p> <p>25 to anyone else about your deposition today?</p>	<p style="text-align: right;">Page 13</p> <p>1 A No.</p> <p>2 Q None of the other Defendants?</p> <p>3 A Correct.</p> <p>4 Q Can you walk me through your employment</p> <p>5 history for the last 10 years, please.</p> <p>6 A I've been self-employed through my</p> <p>7 company, which is Flexus, LLC.</p> <p>8 Q Can you spell that?</p> <p>9 A F-l-e-x-u-s, LLC.</p> <p>10 Q Okay. For that entire 10 years?</p> <p>11 A Yes, sir.</p> <p>12 Q What type of company is Flexus, LLC?</p> <p>13 A It's a consulting company.</p> <p>14 Q Consulting with respect to what?</p> <p>15 A To the health and fitness industry.</p> <p>16 Q How long have you owned that company?</p> <p>17 A Since 2005.</p> <p>18 Q Are you the sole owner?</p> <p>19 A Sole owner.</p> <p>20 Q And what state is that incorporated</p> <p>21 in?</p> <p>22 A Ohio.</p> <p>23 Q How many employees do you have now?</p> <p>24 A Just myself.</p> <p>25 Q Has that been the case since 2005?</p>

<p style="text-align: right;">Page 14</p> <p>1 A Correct.</p> <p>2 Q Okay. So you've been self-employed</p> <p>3 since 2005, through Flexus, LLC.</p> <p>4 What other employment have you had in</p> <p>5 the last 10 years?</p> <p>6 A No real direct employment. I'm</p> <p>7 primarily -- I'm usually contracted for different</p> <p>8 types of work, sometimes sales marketing</p> <p>9 formulations, but no direct employment.</p> <p>10 Q And when you say "contracted," are they</p> <p>11 contracting with Flexus, LLC, or are they</p> <p>12 contracting with you directly?</p> <p>13 A With either -- usually with me directly</p> <p>14 or with Flexus. I mean, it's one and the same.</p> <p>15 Q And how many companies approximately</p> <p>16 have you contracted with in the last 10 years?</p> <p>17 A Oh, maybe half a dozen or so. Tough to</p> <p>18 say.</p> <p>19 Q How about in the last four?</p> <p>20 A Maybe one or two.</p> <p>21 Q Which companies were those?</p> <p>22 A Takeover and LOCK'DIN or Next Gen</p> <p>23 Beverage.</p> <p>24 Q And Next Gen's all one word; correct?</p> <p>25 N-e-x-t, capital G, e-n, all one word?</p>	<p style="text-align: right;">Page 15</p> <p>1 A I believe it's two words.</p> <p>2 Q When did you first start working for</p> <p>3 Takeover?</p> <p>4 A I would probably say January of --</p> <p>5 well, I was never really working for them. I was</p> <p>6 just contracted. I'd say January 2021 --</p> <p>7 Q And when you say "contracted," what --</p> <p>8 what specifically was the arrangement?</p> <p>9 A Well, I provided work to the company.</p> <p>10 So I wasn't really an employee. I was just, I</p> <p>11 guess, a -- sort of an 1099 consultant.</p> <p>12 Q Were you billing by the hour or how</p> <p>13 were you getting paid?</p> <p>14 A Nope. I was -- usually, it'd be a</p> <p>15 monthly stipend.</p> <p>16 Q And say a little more about that. What</p> <p>17 would the monthly stipend consist of?</p> <p>18 A Anywhere from usually \$5,000 a month up</p> <p>19 to \$10,000 a month.</p> <p>20 Q Depending on what?</p> <p>21 A Depending on the scope of work.</p> <p>22 Q Did you keep time sheets or anything</p> <p>23 like that to keep track of the scope of work?</p> <p>24 A No. I don't do that type of work with</p> <p>25 time sheets.</p>
<p style="text-align: right;">Page 16</p> <p>1 Q So how did you keep track of the scope</p> <p>2 of your work?</p> <p>3 A Well, the scope of my work primarily</p> <p>4 consists of creating formulas, intellectual</p> <p>5 property and then assisting with education, sales</p> <p>6 distribution, kind of -- pretty much everything</p> <p>7 that would be required to help a company get</p> <p>8 started in marketing and sell a product.</p> <p>9 Q Who decided how much you were going to</p> <p>10 get paid per month?</p> <p>11 A At the time, we collectively decided to</p> <p>12 each take \$5,000 a month back in January of 2021,</p> <p>13 I believe.</p> <p>14 Q Who is the "we" in that sentence?</p> <p>15 A Toby McBride and Mike Holley.</p> <p>16 Q Was there some sort of formal</p> <p>17 resolution that said we're going to each take</p> <p>18 \$5,000 per month?</p> <p>19 A I can't recall if there was a formal</p> <p>20 resolution.</p> <p>21 Q But you said sometimes you got paid</p> <p>22 10,000 a month; correct?</p> <p>23 A Further down the road, once the company</p> <p>24 was up and moving. But, again, that was all</p> <p>25 prior to any of the matters at hand.</p>	<p style="text-align: right;">Page 17</p> <p>1 Q And you said in order to get the</p> <p>2 stipend, you were creating formulas, creating IP</p> <p>3 and doing education with regard to sales and</p> <p>4 marketing; is that right?</p> <p>5 A For the most part.</p> <p>6 Q What else did you do?</p> <p>7 A No, that pretty much encompassed it. I</p> <p>8 mean, I'd do whatever it takes, like anything</p> <p>9 with a start-up company.</p> <p>10 Q And then you said you also either</p> <p>11 worked for or contracted -- or were contracted by</p> <p>12 Next Gen Beverages; is that correct?</p> <p>13 A You were breaking up. Could you repeat</p> <p>14 that?</p> <p>15 Q Yeah. You said you were also either</p> <p>16 employed by or contracted by Next Gen Beverages;</p> <p>17 correct?</p> <p>18 A I'm sorry, you're still breaking up.</p> <p>19 Q You said you were also employed by or</p> <p>20 contracted by Next Gen Beverages; correct?</p> <p>21 You seem to have -- you were frozen</p> <p>22 there for a second. Are you able to hear us now?</p> <p>23 Mr. Pavlik?</p> <p>24 MR. HARVEY: Is anyone else able to</p> <p>25 hear me?</p>

<p style="text-align: right;">Page 18</p> <p>1 MR. SEXTON: I can hear you.</p> <p>2 THE REPORTER: I can hear you fine.</p> <p>3 MR. HARVEY: He looked like he was</p> <p>4 frozen on my screen. I don't know --</p> <p>5 THE WITNESS: All right. Now I can</p> <p>6 hear you.</p> <p>7 MR. HARVEY: Okay. Are we all set now?</p> <p>8 All right. He looks like frozen</p> <p>9 again.</p> <p>10 THE VIDEOGRAPHER: Counsel, it appears</p> <p>11 our witness is having internet issues.</p> <p>12 THE WITNESS: Now I can -- can you hear</p> <p>13 me now?</p> <p>14 MR. HARVEY: I can now.</p> <p>15 THE WITNESS: Okay.</p> <p>16 MR. HARVEY: All right. Are we all</p> <p>17 set?</p> <p>18 THE WITNESS: Yeah -- now I can hear</p> <p>19 you.</p> <p>20 MR. HARVEY: Okay. And for the record,</p> <p>21 do we have somebody else on? It looks like we've</p> <p>22 got another person.</p> <p>23 MR. SEXTON: I believe we have --</p> <p>24 MR. ZARRO: Tom's here. Tom's here.</p> <p>25 MR. SEXTON: Mike Holley and Tom, two</p>	<p style="text-align: right;">Page 19</p> <p>1 of the parties --</p> <p>2 MR. ZARRO: Hey, everybody.</p> <p>3 MR. HARVEY: Tom who?</p> <p>4 MR. ZARRO: Tom Zarro.</p> <p>5 MR. HARVEY: Okay.</p> <p>6 BY MR. HARVEY:</p> <p>7 Q All right. So I was asking you,</p> <p>8 Mr. Pavlik, you said you also were employed by or</p> <p>9 contracted by Next Gen Beverages; correct?</p> <p>10 A That's correct.</p> <p>11 Q And when did that -- were you employed</p> <p>12 by or were you contracted by Next Gen</p> <p>13 Beverages?</p> <p>14 A It was really a volunteer position. I</p> <p>15 don't even -- so there was really -- everybody</p> <p>16 worked as volunteers, so there was really no --</p> <p>17 nothing official.</p> <p>18 Q Did you receive any compensation from</p> <p>19 Next Gen Beverages?</p> <p>20 A I did receive compensation in shares.</p> <p>21 Q How much compensation did you</p> <p>22 receive?</p> <p>23 A 300 million shares.</p> <p>24 Q When did you receive those?</p> <p>25 A June of 2023.</p>
<p style="text-align: right;">Page 20</p> <p>1 Q And when you say "Next Gen Beverages,"</p> <p>2 is that the Next Gen Beverages that's the</p> <p>3 defendant in this lawsuit, which is Next Gen</p> <p>4 Beverages, LLC, or is it a different Next Gen</p> <p>5 Beverages?</p> <p>6 A I'm assuming that's the same one.</p> <p>7 Q And how did you go about receiving</p> <p>8 these shares?</p> <p>9 A Could you explain? I'm not quite sure.</p> <p>10 How do -- how did I receive them?</p> <p>11 Q Yeah. What led you to getting these</p> <p>12 shares from Next Gen Beverages? What was the</p> <p>13 series of --</p> <p>14 A Oh.</p> <p>15 Q -- events that led to you getting</p> <p>16 them?</p> <p>17 A It was for all of -- again, going back</p> <p>18 to what I do, it was for the new creation and</p> <p>19 development and formulation of all of the new</p> <p>20 products for the new company after the other</p> <p>21 former company was left for dead.</p> <p>22 Q So you said a lot there. Let me try</p> <p>23 and unpack it.</p> <p>24 So you received 300 million shares in</p> <p>25 Next Gen Beverages because you created new</p>	<p style="text-align: right;">Page 21</p> <p>1 products, new formulas, new IP for Next Gen</p> <p>2 Beverages after Takeover was left for dead; is</p> <p>3 that correct?</p> <p>4 A That's correct.</p> <p>5 Q And when was Takeover left for dead?</p> <p>6 A After -- I would probably say October</p> <p>7 of 2022, after the series of events between</p> <p>8 Mr. Deppoleto and Justin Tucker, the company was</p> <p>9 left with nothing but lawsuits. So that's why</p> <p>10 the company was left for dead. It was set up to</p> <p>11 fail.</p> <p>12 Q And who set it up to fail?</p> <p>13 A Mr. Deppoleto and Jason Tucker.</p> <p>14 Q And what do you mean by they set it up</p> <p>15 to fail?</p> <p>16 A Well, investments were made, to my</p> <p>17 understanding, and I -- again, I wasn't involved</p> <p>18 in all the financial dealings. However,</p> <p>19 initially, an investment was made. There was a</p> <p>20 commitment made. It wasn't followed through.</p> <p>21 And then after that, I was, you know, pretty much</p> <p>22 not involved in any of the correspondence with</p> <p>23 the additional investments, but I do know that</p> <p>24 the primary factor of their decision to, you</p> <p>25 know, do a deal with Dollar General, which was</p>

<p style="text-align: right;">Page 22</p> <p>1 advised against, was, you know, the primary</p> <p>2 reason for what we're talking about today, I</p> <p>3 believe with that investment. And that was a</p> <p>4 decision that was made by Mr. Deppoleto, acting</p> <p>5 as a director, Justin Tucker, which, you know, I</p> <p>6 had no real involvement with other than saying</p> <p>7 that it was not a good deal, and then that's what</p> <p>8 essentially led to the demise of the company.</p> <p>9 Q So you said a lot there. Let me unpack</p> <p>10 it a little bit.</p> <p>11 So, initially, you said that there were</p> <p>12 investments that were made. What did you mean by</p> <p>13 that? Mr. Deppoleto's investments?</p> <p>14 A Correct.</p> <p>15 Q So you were aware Mr. Deppoleto made</p> <p>16 investments into Takeover; correct?</p> <p>17 A I was aware of the first investment.</p> <p>18 Q And how much was that investment for?</p> <p>19 A I'm not sure. May have been around</p> <p>20 500,000.</p> <p>21 Q And when was that?</p> <p>22 A I'd probably say May of 2022.</p> <p>23 Q And you were drawing a distinction.</p> <p>24 You said you were aware of the initial</p> <p>25 investment. Did I hear you correctly?</p>	<p style="text-align: right;">Page 23</p> <p>1 A Correct.</p> <p>2 Q So that means that there were other</p> <p>3 investments that Mr. Deppoleto made; correct?</p> <p>4 A I believe so.</p> <p>5 Q And how much were those?</p> <p>6 A I don't have the exact amounts.</p> <p>7 Q What's your best memory?</p> <p>8 A I would probably say -- from what was</p> <p>9 reported in any of the documentation, I'd</p> <p>10 probably say it was approximately 1.4 or 1.5</p> <p>11 million, of which, from what I recall from the</p> <p>12 review, 980,000 of that was dedicated to the</p> <p>13 Dollar General deal, and the rest was paid out in</p> <p>14 salaries to Jason Tucker, his wife and the sales</p> <p>15 guys.</p> <p>16 So that's why I was always kind of</p> <p>17 confused where that investment -- you know,</p> <p>18 why -- I'm getting lump -- pulled into this</p> <p>19 where, you know, it was just a bad investment,</p> <p>20 the money was misdirected and it's just -- you</p> <p>21 know, it was advise -- everybody advised against</p> <p>22 doing that deal. And that was the -- to answer</p> <p>23 your question, that was the demise of the</p> <p>24 company -- one of the demises.</p> <p>25 Q Who are the sales guys you were</p>
<p style="text-align: right;">Page 24</p> <p>1 referring to?</p> <p>2 A Mike Costello and Mike Tzanetatos.</p> <p>3 Q Can you spell those last names?</p> <p>4 A I can spell Costello, C-o-s-t-e-l-l-o.</p> <p>5 I can't spell Tzanetatos.</p> <p>6 Q And you said your understanding was --</p> <p>7 of the initial 1.4 to 1.5 million that</p> <p>8 Mr. Deppoleto invested in Takeover, your</p> <p>9 understanding was that 800 to 900,000 of that was</p> <p>10 earmarked for the Dollar General deal; is that</p> <p>11 correct?</p> <p>12 A I believe so --</p> <p>13 MR. SEXTON: Object to form.</p> <p>14 BY MR. HARVEY:</p> <p>15 Q And then the rest, you said, was paid</p> <p>16 to the sales guys and -- the two you just</p> <p>17 referenced and then you also said to Mr. Tucker</p> <p>18 and his wife; is that correct?</p> <p>19 A That's correct.</p> <p>20 Q Now, other than that 1.4 to 1.5</p> <p>21 million, you were aware of an additional \$500,000</p> <p>22 loan, too; correct?</p> <p>23 A I don't recall that.</p> <p>24 Q Okay.</p> <p>25 A Again, I was not involved -- you know,</p>	<p style="text-align: right;">Page 25</p> <p>1 I'm -- that was -- I was not involved in any of</p> <p>2 the notes or the financials. And I was actually</p> <p>3 frozen out.</p> <p>4 Once Mr. Deppoleto came in with Jason</p> <p>5 Tucker, I was sort of frozen out and had limited</p> <p>6 knowledge of what was going on, other than what I</p> <p>7 learned after the fact once all this went down,</p> <p>8 so...</p> <p>9 Q Now, one of the other things you said a</p> <p>10 couple of minutes ago was that -- you were</p> <p>11 telling me about Takeover being left for dead,</p> <p>12 and you said, "Commitments were made, but not</p> <p>13 followed through."</p> <p>14 What did you mean by that statement?</p> <p>15 A That commitments were made to support</p> <p>16 and fund the company in a certain way, and then</p> <p>17 that stopped. And from what I understand,</p> <p>18 Mr. Deppoleto pulled out and decided not to move</p> <p>19 forward after working a new deal with Jason. And</p> <p>20 then the sales guys, they formed a new -- sort of</p> <p>21 a new alliance, and they were operating</p> <p>22 independently. So at that point in time, there</p> <p>23 was no control over what they were doing, and I</p> <p>24 wasn't involved.</p> <p>25 Q So the commitments were made by whom?</p>

<p style="text-align: right;">Page 26</p> <p>1 A Well, the initial commitment was made</p> <p>2 by Mr. Deppoleto --</p> <p>3 Q Are you talking about an investment or</p> <p>4 some other commitment?</p> <p>5 A Well, just a commitment to want to, you</p> <p>6 know, be involved and fund the company and</p> <p>7 support it. And that was when I was involved.</p> <p>8 But then shortly thereafter, as you're probably</p> <p>9 aware, he formed an alliance with Jason Tucker.</p> <p>10 And then Jason Tucker and the two sales guys</p> <p>11 mentioned, Costello and Tzanetatos, along with</p> <p>12 Jason's wife and Kerby, their gamer, social media</p> <p>13 guy, they began to operate independently and</p> <p>14 making decisions. And at that point in time, I</p> <p>15 had no transparency to what was going on until</p> <p>16 after --</p> <p>17 Q This was after Mr. Deppoleto had</p> <p>18 already loaned money to the company, though;</p> <p>19 correct?</p> <p>20 A Could you repeat that?</p> <p>21 Q This was after Mr. Deppoleto had</p> <p>22 already loaned money to the company; correct?</p> <p>23 A Yeah, shortly thereafter.</p> <p>24 Q Okay. Let me back up. We've been</p> <p>25 talking about Takeover, and that's Takeover</p>	<p style="text-align: right;">Page 27</p> <p>1 Industries, Incorporated; correct?</p> <p>2 A Could you repeat that?</p> <p>3 Q We've been using the name Takeover.</p> <p>4 The full name of the company is Takeover</p> <p>5 Industries, Incorporated; correct?</p> <p>6 A Correct.</p> <p>7 Q And can you generally describe who</p> <p>8 started Takeover and when did they start it?</p> <p>9 A Did you ask who started Takeover?</p> <p>10 Q Yeah.</p> <p>11 A Takeover was started by myself, Mike</p> <p>12 Holley and Toby McBride.</p> <p>13 Q And when did you start it?</p> <p>14 A I would say approximately January of</p> <p>15 2021.</p> <p>16 Q And what was the genesis of this</p> <p>17 company? What led you guys to create it?</p> <p>18 A We had worked in the beverage industry</p> <p>19 prior, and so we decided to create a beverage</p> <p>20 company.</p> <p>21 Q And there's a brand underneath it</p> <p>22 called NXT LVL; correct? N-X-T, L-V-L?</p> <p>23 A Yeah, correct.</p> <p>24 Q What products were sold under the brand</p> <p>25 name NXT LVL?</p>
<p style="text-align: right;">Page 28</p> <p>1 A There was a hydrogen water and then</p> <p>2 also a gamer shot, which was like a two-ounce</p> <p>3 energy shot.</p> <p>4 Q Did it have a specific name?</p> <p>5 A Yes, it had the name Gamer Shot.</p> <p>6 Q Anything else that was sold under the</p> <p>7 brand name NXT LVL?</p> <p>8 A Those were the only two products.</p> <p>9 Q Are any products still being sold under</p> <p>10 the brand name NXT LVL?</p> <p>11 A No, not to my knowledge.</p> <p>12 Q When was the last time you're aware of</p> <p>13 products being sold under the brand name NXT LVL</p> <p>14 having been sold?</p> <p>15 A I would estimate probably -- maybe Q4</p> <p>16 2022, October 2022.</p> <p>17 Q Does Takeover have any employees</p> <p>18 today?</p> <p>19 A I'm not sure.</p> <p>20 Q When was the last time you were aware</p> <p>21 of Takeover having employees?</p> <p>22 A Probably around that time when -- the</p> <p>23 end of 2022, when Jason Tucker was still involved</p> <p>24 and the two sales guys.</p> <p>25 Q Other than Mr. Tucker and the two sales</p>	<p style="text-align: right;">Page 29</p> <p>1 guys, were you aware of anyone else being an</p> <p>2 actual employee of Takeover?</p> <p>3 A I'm not sure if they -- I don't know</p> <p>4 what their official status was, but there was</p> <p>5 another individual by the name of Kerby, who was</p> <p>6 a social media orchestrator, and then, also, I</p> <p>7 believe Jason's wife and another consultant, Joe</p> <p>8 Bel Bruno, all of which were worked with and</p> <p>9 managed by Jason. I had limited involvement with</p> <p>10 any of them.</p> <p>11 Q Do you know how to spell Bel Bruno?</p> <p>12 A I can try. B-e-l, B-r-u-n-o.</p> <p>13 Q And what was Kerby's last name, the</p> <p>14 social media guy?</p> <p>15 A Fortner, F-o-r-t-n-e-r.</p> <p>16 Q Other than the people you just</p> <p>17 mentioned, are you aware of Takeover ever having</p> <p>18 any other employees?</p> <p>19 A Not that I can recall right now.</p> <p>20 Q Are you currently an officer of</p> <p>21 Takeover?</p> <p>22 (Brief pause.)</p> <p>23 Did you hear my question or are you</p> <p>24 thinking about it?</p> <p>25 A My -- can you please repeat that?</p>

<p style="text-align: right;">Page 30</p> <p>1 You're breaking up a little bit.</p> <p>2 Q Are you an officer of Takeover today?</p> <p>3 A No.</p> <p>4 Q Are you a director of Takeover today?</p> <p>5 A I do not believe -- I may still be. I</p> <p>6 don't know what the status is officially.</p> <p>7 Q Do you know anyone who is an officer or</p> <p>8 director of Takeover today?</p> <p>9 A I'm not sure of the official status.</p> <p>10 Q You were at one point an officer or</p> <p>11 director of Takeover; correct?</p> <p>12 A At one point, yes.</p> <p>13 Q When?</p> <p>14 A During 2021. From the beginning -- say</p> <p>15 from March of 2021, until -- I'd say September</p> <p>16 2021, when I resigned.</p> <p>17 Q After September 2021, were you ever an</p> <p>18 officer or director again?</p> <p>19 A I was not an officer. May have still</p> <p>20 been a director, but, again, I was frozen out of</p> <p>21 a lot of all that communication.</p> <p>22 Q What was your position in September of</p> <p>23 2021, before you resigned it?</p> <p>24 A I was the CEO of LTNC.</p> <p>25 Q CEO of LTNC?</p>	<p style="text-align: right;">Page 31</p> <p>1 A Correct. Or let's say chief science</p> <p>2 officer of Takeover.</p> <p>3 Q What's LTNC?</p> <p>4 A It's the parent company. But if you're</p> <p>5 referring to Takeover, my title, I guess, was</p> <p>6 chief science officer.</p> <p>7 Q All right. So you said you resigned</p> <p>8 your position from Takeover in September of 2021;</p> <p>9 correct?</p> <p>10 A Correct.</p> <p>11 Q So as of, let's say, August 2021, what</p> <p>12 titles did you hold at Takeover?</p> <p>13 A Chief science officer.</p> <p>14 Q And were you a board member at that</p> <p>15 time?</p> <p>16 A I was a board member at that time.</p> <p>17 Q Did you hold any particular position on</p> <p>18 the board?</p> <p>19 A No. I think I was just on the board.</p> <p>20 Q And why did you resign in September</p> <p>21 2021, from Takeover?</p> <p>22 A Because of the harassment that I was</p> <p>23 receiving from Jason Tucker. And --</p> <p>24 Q What do you mean by "harassment"?</p> <p>25 A Pardon?</p>
<p style="text-align: right;">Page 32</p> <p>1 Q What do you mean by "harassment"?</p> <p>2 A Just general being forced to do things</p> <p>3 that I didn't want to do, sign documents and</p> <p>4 agreements, and just -- it was just a -- not a</p> <p>5 good situation. Conflict of business ethics.</p> <p>6 Q When you say "forced," was he</p> <p>7 physically forcing you?</p> <p>8 A No. Verbally forcing, verbally</p> <p>9 harassing, making threats.</p> <p>10 Q Was he in the same room when he made</p> <p>11 these threats?</p> <p>12 A No. He was typically hiding out in</p> <p>13 Mexico.</p> <p>14 Q So you resigned because of harassment</p> <p>15 and threats over the internet from Mr. Tucker?</p> <p>16 A Correct.</p> <p>17 Q When --</p> <p>18 A And I just --</p> <p>19 Q Go ahead. Go ahead.</p> <p>20 A No, I just -- I -- it just was a</p> <p>21 situation I just -- the energy of -- and the</p> <p>22 overall, you know, demeanor and, you know,</p> <p>23 attitude was just not something that I wanted to</p> <p>24 be part of.</p> <p>25 Q But you maintained an officer position</p>	<p style="text-align: right;">Page 33</p> <p>1 after September 2021, at Takeover; correct?</p> <p>2 A Yes.</p> <p>3 Q When did you stop being an officer of</p> <p>4 Takeover?</p> <p>5 A I would probably say -- probably around</p> <p>6 the time that -- maybe summer of 2022.</p> <p>7 Q Were you compensated for your position</p> <p>8 as an officer of Takeover?</p> <p>9 A For a period of time, yes.</p> <p>10 Q How much?</p> <p>11 A It would range from -- I think at the</p> <p>12 time when Mr. Deppoleto came in, my compensation</p> <p>13 was minimal. It was around 3,750 a month.</p> <p>14 Q And what time frame is this?</p> <p>15 A May, June, July -- I would say May,</p> <p>16 June, July, August, September of 2022. And then</p> <p>17 --</p> <p>18 Q So this is after you resigned your</p> <p>19 position because of the harassment; correct?</p> <p>20 A Yeah. But that was the year prior, in</p> <p>21 2021.</p> <p>22 Q Right. You -- I'm saying you were</p> <p>23 compensated the 3,750 a month even after you</p> <p>24 resigned because of the harassment you were</p> <p>25 describing; correct?</p>

<p style="text-align: right;">Page 34</p> <p>1 A No. That's not correct. I was --</p> <p>2 they -- Jason Tucker reached back out to me in</p> <p>3 January of 2023 [sic], after there was a</p> <p>4 situation where he made the attempt to sideline</p> <p>5 Mike Holley. He asked me to come back in and</p> <p>6 help the company because the company needed help</p> <p>7 at that time, and that was in January of 2022.</p> <p>8 Q So you said a lot of different dates</p> <p>9 here. I want to make sure we get the record</p> <p>10 straight.</p> <p>11 You told me that you resigned in</p> <p>12 September 2021 because of the harassment over the</p> <p>13 internet from Mr. Tucker; correct?</p> <p>14 A Well, not over the internet. It was --</p> <p>15 you know, directly with phone calls and</p> <p>16 communication. But that was in September of</p> <p>17 2021. And then I was asked to rejoin the company</p> <p>18 after Mike Holley had been taken out in January</p> <p>19 of 2022.</p> <p>20 Q Okay. And then after you rejoined, you</p> <p>21 were compensated at that 3,750 a month in the May</p> <p>22 through September 2022 time frame; correct?</p> <p>23 A Correct.</p> <p>24 Q Okay. What other compensation did you</p> <p>25 receive for being an officer or director of</p>	<p style="text-align: right;">Page 35</p> <p>1 Takeover?</p> <p>2 A No other compensation.</p> <p>3 Q Who was on the board of Takeover from</p> <p>4 September 2021 through December 2021 -- December</p> <p>5 31, 2021, I'll say?</p> <p>6 A During that year, I'd -- I would say,</p> <p>7 to my understanding -- and I'm not sure if this</p> <p>8 is accurate. I know myself, Toby McBride, Mike</p> <p>9 Holley. I believe we were the three on the</p> <p>10 board. Can't -- Jason may have been on the</p> <p>11 board. I'm not sure what happened there.</p> <p>12 Q You sound like you're having a little</p> <p>13 bit of trouble remembering, and I'm not faulting</p> <p>14 you for it, but would you defer to the corporate</p> <p>15 record book to say who exactly was on the board</p> <p>16 at what time --</p> <p>17 A Yeah, that -- that would probably give</p> <p>18 the most accurate reading. And the reason I</p> <p>19 can't exactly recall is because there was so many</p> <p>20 people coming on and off. I really wasn't, you</p> <p>21 know, keeping track.</p> <p>22 Q Okay.</p> <p>23 A But I'm sure the --</p> <p>24 Q Now, you mentioned --</p> <p>25 A -- accurate.</p>
<p style="text-align: right;">Page 36</p> <p>1 Q I'm sorry, what?</p> <p>2 A I said I'm sure the corporate record</p> <p>3 book would be the best reference versus my</p> <p>4 recollection.</p> <p>5 Q Okay. Now, you mentioned LTNC, which</p> <p>6 you said was the parent company for Takeover;</p> <p>7 correct?</p> <p>8 A Correct.</p> <p>9 Q And that's -- stands for Labor SMART?</p> <p>10 That's the name of LTNC?</p> <p>11 A Right.</p> <p>12 Q And generally speaking, what is Labor</p> <p>13 SMART?</p> <p>14 A It's a labor contraction -- contracting</p> <p>15 company.</p> <p>16 Q Can you say little more about that?</p> <p>17 A That's about all I can really say.</p> <p>18 Q You were the CEO of Labor SMART at some</p> <p>19 point, weren't you?</p> <p>20 A Correct.</p> <p>21 Q How long did you hold the CEO position</p> <p>22 of Labor SMART?</p> <p>23 A From what I had mentioned earlier,</p> <p>24 probably six months, March through September.</p> <p>25 Q Of what year?</p>	<p style="text-align: right;">Page 37</p> <p>1 A 2021.</p> <p>2 Q Why did you hold the CEO position in</p> <p>3 March through September of 2021 of Labor SMART?</p> <p>4 A Because at the time I was -- felt --</p> <p>5 everybody involved felt that it was best that I</p> <p>6 took that position until someone else could step</p> <p>7 in to handle that role.</p> <p>8 Q To your knowledge, who started Labor</p> <p>9 SMART?</p> <p>10 A Ryan Schadel.</p> <p>11 Q Schadel is S-c-h-a-d-e-l; is that</p> <p>12 right?</p> <p>13 A I believe so.</p> <p>14 Q And when did he start it? Do you</p> <p>15 know?</p> <p>16 A That, I don't know. I could estimate</p> <p>17 maybe 2013, 2014 time frame, but I'm not sure.</p> <p>18 Q Where was Mr. Schadel in this March</p> <p>19 through September 2021 time frame that you were</p> <p>20 the CEO?</p> <p>21 A Where was he physically?</p> <p>22 Q No. Where was he in relation with the</p> <p>23 company?</p> <p>24 A He had stepped down.</p> <p>25 Q Why did he step down?</p>

Page 38

1 A Because we were essentially taken over
 2 by -- we were taken over by the -- you know, we
 3 essentially took over the company, so he really
 4 didn't have -- I think he continued to manage the
 5 labor business, but wasn't really involved with
 6 our side of the business.

7 Q And what do you mean by "we" took it
 8 over? When you say "we" took over Labor SMART,
 9 what do you mean by that?

10 A Well, the Takeover company, the
 11 beverage company, essentially, was the first --
 12 you know, the company that was involved with
 13 Labor SMART. So I guess it was like a
 14 subsidiary.

15 Q I'm not sure I'm tracking here. So my
 16 understanding from what you said before was that
 17 Labor SMART was the parent; Takeover was a
 18 subsidiary. Is that what you told me earlier?

19 A I believe so.

20 Q Okay. And usually the subsidiary is
 21 subservient to the parent company. So why --
 22 what did you mean by Takeover took over Labor
 23 SMART?

24 A I'm not sure. I'm not quite sure I'm
 25 understanding what you're asking me.

Page 40

1 Q Okay. Why was Mr. Schadel not the CEO
 2 in March through September of 2021 of Labor
 3 SMART?

4 MR. SEXTON: Object to form.

5 A I believe Ryan resigned. I mean, I --
 6 you'd have to check the actual records. I'm not
 7 sure.

8 BY MR. HARVEY:

9 Q Did Mr. Schadel have anything to do
 10 with Takeover?

11 A In what capacity?

12 Q Any capacity.

13 A I'd say no.

14 Q When did Takeover and Labor SMART start
 15 doing business together? You told me you started
 16 Takeover in around January 2021; correct?

17 A Correct.

18 Q When and how did Labor SMART and
 19 Takeover come to be involved with each other at
 20 all after that?

21 A Takeover was introduced to Labor SMART,
 22 Ryan Schadel, by another colleague by the name of
 23 Jim Janis, and then that's how the relationship
 24 started.

25 Q And did Labor SMART purchase

Page 39

1 Q Well, let's try this way: So you
 2 said -- I asked you where Mr. Schadel was with
 3 regard to Labor SMART in the March through
 4 September 2021 time frame when you were the CEO
 5 of Labor SMART. And you told me there wasn't
 6 really anything for him to do.

7 Do you remember telling me that two
 8 minutes ago?

9 A Yeah.

10 Q Okay. So why was there nothing for him
 11 to do with regard to Labor SMART, which was the
 12 parent company?

13 A Well, I meant -- you were referencing
 14 Takeover, so I thought you were talking about
 15 Takeover. So there was really nothing much for
 16 him to do there, but he was still, I believe,
 17 running the labor division.

18 Q So I want to make sure I understand.
 19 You were the CEO of Labor SMART, not Takeover;
 20 correct?

21 A Correct.

22 Q Okay. And so as the CEO of Labor
 23 SMART, you were overseeing the whole company of
 24 Labor SMART; correct?

25 A Very high level.

Page 41

1 Takeover?

2 A Yes, I believe Labor SMART purchased
 3 Takeover.

4 Q When was that?

5 A I believe it was around March of
 6 2021.

7 Q How much did it pay?

8 A I believe it was 6 billion shares.

9 Q Of Labor SMART?

10 A Of Labor SMART, I believe.

11 Q And you and Mr. McBride and Mr. Holley
 12 were the owners of Takeover at that time;
 13 correct?

14 A Correct.

15 Q So did you each get 2 million -- or 2
 16 billion shares?

17 A We did.

18 Q Do you still have those shares?

19 A No, I don't.

20 Q When did you get rid of them?

21 A Well, unfortunately, they were extorted
 22 from me by Jason Tucker.

23 Q What do you mean by "extorted"?

24 A I was harassed continually. There was
 25 a period of time when he was supposedly supposed

<p style="text-align: right;">Page 42</p> <p>1 to be getting the financials of the company done.</p> <p>2 He said that he had oversold shares to investors.</p> <p>3 He needed me to loan the shares back to the</p> <p>4 company, and they would then be returned to me,</p> <p>5 which they never were. And he had never been</p> <p>6 even working on the financials, so I was extorted</p> <p>7 and conned out of 1.85 billion shares.</p> <p>8 Q When was this?</p> <p>9 A That was in May of 2022.</p> <p>10 Q And you said 1.85 billion, but you</p> <p>11 initially got 2 billion. What happened to the</p> <p>12 rest of them?</p> <p>13 A I retained those.</p> <p>14 Q So you still have those today?</p> <p>15 A Yes.</p> <p>16 And that was also partially the reason</p> <p>17 why I resigned in September of 2021 because of</p> <p>18 just continual harassments like that. And then</p> <p>19 that actual incident happened right before</p> <p>20 Mr. Deppoleto came involved with the company.</p> <p>21 Q And you said you "resigned." Are you</p> <p>22 talking about resigning from Labor SMART?</p> <p>23 A Correct.</p> <p>24 Q Who introduced you to Labor SMART? Was</p> <p>25 it Jim Janis introduced you or did he introduce</p>	<p style="text-align: right;">Page 43</p> <p>1 Mr. Schadel with somebody else?</p> <p>2 A Jim Janis introduced -- he introduced</p> <p>3 us to Ryan Schadel.</p> <p>4 Q All three of you?</p> <p>5 A Yes --</p> <p>6 Q Mr. McBride, Mr. Holley and yourself?</p> <p>7 A Correct.</p> <p>8 Q And how was that introduction made?</p> <p>9 Was it in person, via the internet?</p> <p>10 A Probably through -- I think through a</p> <p>11 conference call.</p> <p>12 Q What was your compensation as CEO of</p> <p>13 Labor SMART?</p> <p>14 A I want to say like \$5,000 a month.</p> <p>15 Q Have you worked for Labor SMART in any</p> <p>16 capacity since September 2022?</p> <p>17 A No.</p> <p>18 Q Other than CEO of Labor SMART, did you</p> <p>19 hold any other positions at Labor SMART?</p> <p>20 A No.</p> <p>21 Q And Mr. Tucker, this whole time you</p> <p>22 were talking about him in relation to Labor</p> <p>23 SMART, did he have a position at Labor SMART?</p> <p>24 A No. I don't believe so.</p> <p>25 Q And so when you were talking about him</p>
<p style="text-align: right;">Page 44</p> <p>1 doing the books for Labor SMART, he was doing</p> <p>2 that as an unaffiliated party with Labor SMART?</p> <p>3 A He -- I believe he was doing that as</p> <p>4 the president of -- he may have been the</p> <p>5 president of Labor SMART; he may have been the</p> <p>6 president of Takeover, but he was doing it.</p> <p>7 Q You don't know one way or another?</p> <p>8 A He was always changing titles and</p> <p>9 names, and everything was always just a -- kind</p> <p>10 of a blur, so, yeah, I really don't know exactly.</p> <p>11 I mean, he -- I think he was a director and</p> <p>12 president of Takeover Industries. That was the</p> <p>13 title that he gave himself.</p> <p>14 So at that time, he was assisting or</p> <p>15 trying to assist or complete the financials that</p> <p>16 the company needed and was operating, you know,</p> <p>17 on his own with that.</p> <p>18 Q Is Labor SMART the majority shareholder</p> <p>19 of Takeover?</p> <p>20 A I'm not sure.</p> <p>21 Q Who would be the best person to answer</p> <p>22 that question?</p> <p>23 A Maybe Mike Holley.</p> <p>24 Q Does Takeover still hold board of</p> <p>25 director meetings?</p>	<p style="text-align: right;">Page 45</p> <p>1 A No. All -- all of the Takeover</p> <p>2 meetings, to my understanding, were stopped in</p> <p>3 May of -- May and June of 2022, when</p> <p>4 Mr. Deppoleto became involved with the company</p> <p>5 and began communicating with Jason Tucker.</p> <p>6 That's when everything went dark, went silent and</p> <p>7 everything got frozen out.</p> <p>8 So I don't have any knowledge of</p> <p>9 anything that had happened after that, until near</p> <p>10 the end of the year when we found out there was</p> <p>11 all these private meetings being held without,</p> <p>12 you know, no other knowledge. And at that time,</p> <p>13 there was no -- everything was being done top</p> <p>14 secret, and that was when all those other</p> <p>15 decisions were made to do Dollar General and so</p> <p>16 on and so forth.</p> <p>17 Q Now, you were telling me a little bit</p> <p>18 about your role with Next Gen Beverages, and you</p> <p>19 said you created formulas and helped with</p> <p>20 marketing, things of that nature; correct?</p> <p>21 A Correct.</p> <p>22 Q Did you have a formal title of any sort</p> <p>23 with Next Gen Beverages?</p> <p>24 A No. I never took a formal title.</p> <p>25 Q Were you ever an officer, director,</p>

<p style="text-align: right;">Page 46</p> <p>1 member of Next Gen Beverages?</p> <p>2 A No, not to my knowledge. Like many</p> <p>3 volunteers, I was just helping out.</p> <p>4 Q And you told me you received 300</p> <p>5 million shares of Next Gen Beverages; correct?</p> <p>6 A Correct.</p> <p>7 Q Other than those shares, have you</p> <p>8 received any compensation in any form whatsoever</p> <p>9 from Next Gen Beverages?</p> <p>10 A No compensation.</p> <p>11 Q Do you still have the 300 million</p> <p>12 dollar -- or 300 million shares?</p> <p>13 A Yes.</p> <p>14 Q To your knowledge, how many shares are</p> <p>15 outstanding in Next Gen Beverages?</p> <p>16 A I don't know.</p> <p>17 Q Who are the current officers of Next</p> <p>18 Gen Beverages?</p> <p>19 A I believe we have Tom Zarro as the</p> <p>20 interim CEO, Mike Holley as the COO.</p> <p>21 Q Any other officers you're aware of?</p> <p>22 A Not that I'm aware of.</p> <p>23 Q How about directors, who are Next Gen</p> <p>24 Beverages directors?</p> <p>25 A I believe probably Tom and Mike, but</p>	<p style="text-align: right;">Page 47</p> <p>1 I'm not sure who exactly are all the directors at</p> <p>2 this point.</p> <p>3 Q And you're certain you've never been a</p> <p>4 director for Next Gen Beverages?</p> <p>5 A Yeah, never been a director.</p> <p>6 Q How long has Tom Zarro been the interim</p> <p>7 CEO of Next Gen Beverages?</p> <p>8 A Since the inception.</p> <p>9 Q Which was when?</p> <p>10 A I'm not sure the exact date.</p> <p>11 Q Ballpark's fine.</p> <p>12 A Say May or June of 2023.</p> <p>13 Q So Next Gen Beverages was created while</p> <p>14 this lawsuit was pending; correct?</p> <p>15 A Which lawsuit?</p> <p>16 Q The Nevada that we're here --</p> <p>17 A I know there's been -- there's been a</p> <p>18 number of lawsuits. Unfortunately, that's what</p> <p>19 Jason Tucker did. He just -- he lived in</p> <p>20 creating litigation and all these lawsuits. So</p> <p>21 which lawsuit are we talking about?</p> <p>22 Q The Nevada lawsuit that we're here</p> <p>23 taking your deposition in today.</p> <p>24 A Oh, okay. I believe so.</p> <p>25 Q And it was after the Arizona lawsuit</p>
<p style="text-align: right;">Page 48</p> <p>1 was pending, too; correct?</p> <p>2 A I'm not sure.</p> <p>3 Q You're aware the Arizona lawsuit was</p> <p>4 started before the Nevada lawsuit; correct?</p> <p>5 A Correct.</p> <p>6 Q What's Next Gen Beverages relationship</p> <p>7 to Takeover?</p> <p>8 A Completely new, separate company that</p> <p>9 had to be formed because there was nothing left</p> <p>10 of Takeover. So it's a completely new, separate</p> <p>11 company.</p> <p>12 Q But Mike Holley is the COO; correct?</p> <p>13 A I believe so.</p> <p>14 Q And you created formulas for Takeover;</p> <p>15 correct?</p> <p>16 A I created formulas for Takeover. And</p> <p>17 then I also created formulas for the new company</p> <p>18 being Next Gen.</p> <p>19 Q Are they the same formulas?</p> <p>20 A No. Totally different formulas.</p> <p>21 Q What's different about them?</p> <p>22 A Ingredients, ratios of ingredients,</p> <p>23 flavor systems and different types of products.</p> <p>24 Q What products does Next Gen make?</p> <p>25 A Next Gen makes a hydrogen water and --</p>	<p style="text-align: right;">Page 49</p> <p>1 Q Takeover makes a hydrogen water, too;</p> <p>2 correct?</p> <p>3 A Yes, they did.</p> <p>4 (Reporter clarification.)</p> <p>5 MR. HARVEY: Takeover makes a hydrogen</p> <p>6 water, too; correct? And he said, "Yes, they</p> <p>7 did."</p> <p>8 A Well, yeah. Takeover had made a</p> <p>9 hydrogen water, but then that was terminated</p> <p>10 because Jason, as I had mentioned, through</p> <p>11 litigation and -- and basically destroyed the</p> <p>12 relationship with that manufacturer, where they</p> <p>13 no longer wanted to work with Takeover.</p> <p>14 BY MR. HARVEY:</p> <p>15 Q So other than hydrogen water, what</p> <p>16 other products does Next Gen make?</p> <p>17 A Next Gen makes Nootropic drink, an</p> <p>18 alkaline water --</p> <p>19 Q Well --</p> <p>20 A I'm sorry, what was that?</p> <p>21 Q How do you spell Nootropic?</p> <p>22 A N, double o, t-r-o-p-i-c.</p> <p>23 Q And what was the other one you said?</p> <p>24 A A Nootropic coffee.</p> <p>25 Q Any other products?</p>

<p style="text-align: right;">Page 50</p> <p>1 A And an alkaline water.</p> <p>2 Q Does it make Gamer Shots?</p> <p>3 A It does not make Gamer Shots.</p> <p>4 Q Anything that resembles a Gamer Shot?</p> <p>5 A Nothing that resembles a Gamer Shot.</p> <p>6 Q Any two-ounce energy drinks?</p> <p>7 A No two-ounce energy drinks.</p> <p>8 Q How did Next Gen Beverages obtain its</p> <p>9 startup capital?</p> <p>10 A That, I'm not sure. But I know it</p> <p>11 was -- there was new capital that came into the</p> <p>12 company.</p> <p>13 Q How do you know that?</p> <p>14 A Because from what I recall, there was</p> <p>15 either -- it was either self -- it was either</p> <p>16 funded by someone -- somebody new that came in.</p> <p>17 I'm not sure exactly where it came from, but it</p> <p>18 was new products, new company, new money,</p> <p>19 everything was new.</p> <p>20 And to mention Gamer Shot, it's kind of</p> <p>21 important. That was a formula that I did for</p> <p>22 Takeover, the original Takeover company, and that</p> <p>23 was sort of the demise of the company because the</p> <p>24 product did so well, and there was so much greed</p> <p>25 from Jason Tucker with how well that product was</p>	<p style="text-align: right;">Page 51</p> <p>1 doing.</p> <p>2 That is where he then formed a</p> <p>3 coalition with James Deppoleto. They separated</p> <p>4 the company. And then I come to find out in late</p> <p>5 November, December of 2022, that they had a</p> <p>6 private meeting representing Takeover without my</p> <p>7 knowledge or consent and was trying to cut a deal</p> <p>8 with 5-Hour Energy to license Gamer Shot to them.</p> <p>9 So this is the type of stuff that was</p> <p>10 going on without my knowledge and why I was</p> <p>11 frozen out during that time. And so with that, I</p> <p>12 said -- you know, at one point when we were going</p> <p>13 dealing with this negotiation, I said, let them</p> <p>14 have the Gamer Shot, like we just need to move on</p> <p>15 and save the new company for all the</p> <p>16 shareholders.</p> <p>17 So, you know, they had the Gamer Shot,</p> <p>18 and, you know, I don't know -- to my</p> <p>19 understanding, they are still trying to do</p> <p>20 something with it.</p> <p>21 Q The new money for Next Gen Beverages,</p> <p>22 who did it come from?</p> <p>23 A That, I don't know --</p> <p>24 MR. SEXTON: Object to form.</p> <p>25 (Reporter clarification.)</p>
<p style="text-align: right;">Page 52</p> <p>1 BY MR. HARVEY:</p> <p>2 Q You don't have any idea?</p> <p>3 A No, I don't, but I know it -- I can't</p> <p>4 answer exactly where it came from. I don't know.</p> <p>5 Q What's your best guess?</p> <p>6 A Probably from a private investor, if I</p> <p>7 had to guess.</p> <p>8 Q Who is that?</p> <p>9 A I don't --</p> <p>10 MR. SEXTON: Object to form.</p> <p>11 BY MR. HARVEY:</p> <p>12 Q I didn't hear you. I'm sorry, what?</p> <p>13 A I don't know.</p> <p>14 Q You never had any discussions with</p> <p>15 Mr. Holley, Mr. Zarro, anyone about where the</p> <p>16 money was coming from for this new company?</p> <p>17 A No. I was just focused on what I had</p> <p>18 to do to create new formulas to get the new</p> <p>19 company up and running, to save the investment</p> <p>20 for the 50,000 shareholders that were, you know,</p> <p>21 done wrong by the actions of Jason Tucker and</p> <p>22 Mr. Deppoleto with what they did with Takeover,</p> <p>23 the first company, and NXT LVL.</p> <p>24 Not to mention, NXT LVL trademark was</p> <p>25 set up for failure as well because Jason didn't</p>	<p style="text-align: right;">Page 53</p> <p>1 do that -- those filings properly. So I know</p> <p>2 it's -- these are just the things that it's just</p> <p>3 a shame of what happened and what they did to</p> <p>4 that company because it could have been a great</p> <p>5 company.</p> <p>6 Q You said for the investors. What</p> <p>7 investors are you talking about?</p> <p>8 A The shareholders, let's say.</p> <p>9 Q What shareholders?</p> <p>10 A The shareholders of the public company.</p> <p>11 Q Which public company?</p> <p>12 A The one that we're in discussion of.</p> <p>13 Q Well, we talked about three separate</p> <p>14 companies. Which one are you talking about?</p> <p>15 A Well, we're talking about LTNC.</p> <p>16 Q Okay. So you thought you had some sort</p> <p>17 of obligation within the Next Gen Beverages</p> <p>18 company to make good on the investments that</p> <p>19 investors made in Labor SMART?</p> <p>20 A I'm not quite sure I'm understanding</p> <p>21 what you're asking.</p> <p>22 Q Well, that's why I'm asking. I'm not</p> <p>23 following you either.</p> <p>24 You said -- I asked where the money</p> <p>25 came from for Next Gen Beverages, and you said</p>

<p style="text-align: right;">Page 54</p> <p>1 for the investors. And I said which investors, 2 and you said Labor SMART. 3 A Oh, okay. I -- maybe -- I meant to say 4 shareholders, but I don't know where the 5 investment came from. 6 Q So why would shareholders in Labor 7 SMART, why would you owe them an obligation 8 within Next Gen? 9 A Because they put faith in the company, 10 and people did the company wrong. 11 Q Put faith in Labor SMART; correct? 12 A Yes. 13 Q Does Labor SMART own Next Gen? 14 A Labor SMART does own Next Gen, I 15 believe. 16 Q And there's no functional difference 17 between Next Gen and Takeover because both are 18 owned by Labor SMART; correct? 19 MR. SEXTON: Object as to form. 20 A It's wholly-owned by Labor SMART, but 21 the functional difference would be that Takeover 22 was essentially run into the background and left 23 for dead, as I had said. There was nothing left. 24 The trademark was gone. They stole the Gamer 25 Shot. They destroyed the relationship with</p>	<p style="text-align: right;">Page 55</p> <p>1 H2ForLife, which was making our hydrogen water, 2 so they literally destroyed the company. 3 And the reason that starting the new 4 company to save the investment for the 50,000 5 shareholders was because the intention of Jason 6 and James Deppoleto was to take the company 7 private and run this deal that they were going to 8 do with 5-Hour Energy, which we found out about. 9 And so that was where it was like -- 10 all 50,000 shares, if they would have taken that 11 company private, all those people would have been 12 left stranded. So it was just a terrible thing. 13 So I felt an obligation, like many of the 14 volunteers, to put forth the effort to save the 15 company for the shareholders. 16 And that has been, you know, the mantra 17 and the consensus because after all this 18 information has come out, you can't deny the -- 19 you know, the facts and the truth of it. 20 And I was really appalled when I saw 21 the correspondence between Jason and Deppoleto 22 and 5-Hour Energy, Living Essentials. It was 23 hurtful because I thought I had, you know, a 24 great relationship. You know, I thought I did a 25 great job with that product, and, you know, they</p>
<p style="text-align: right;">Page 56</p> <p>1 tried to hijack it and essentially take the 2 company in private. 3 So that was really the reason why the 4 new company was formed to then save it for the 5 shareholders. 6 BY MR. HARVEY: 7 Q So you and others stopped using your 8 best efforts for Takeover and, instead, applied 9 those best efforts to Next Gen; correct? 10 MR. SEXTON: Object to form. 11 A Well, that's -- that's not correct 12 because all efforts were put forth to save 13 Takeover, but it could not be saved after -- 14 BY MR. HARVEY: 15 Q Well, you stopped working for Takeover, 16 though, didn't you? 17 A I was essentially let go. I was told I 18 was no longer needed. 19 Q And in the middle of this lawsuit, you 20 started, along with others, Next Gen and applied 21 all your best efforts to Next Gen; correct? 22 A No. That's not the case. There was -- 23 Q I just asked about it -- 24 A -- we tried -- everything was tried to 25 save Takeover, but it -- between Jason Tucker and</p>	<p style="text-align: right;">Page 57</p> <p>1 what was happening, the -- there was nothing 2 left. The trademarks were gone. The 3 relationship with Faith Springs and the hydrogen 4 water was gone. They had stolen the Gamer Shot. 5 They raped and pillaged the company. There was 6 nothing left that could be saved. There was 7 nothing there. 8 Q You said Next Gen was started in May or 9 June of 2023; correct? 10 A I believe so. That's correct. 11 Q In July of 2023, while this lawsuit was 12 pending, how many hours did you put forth trying 13 to save Takeover? 14 A In July of 2023? I -- 15 Q Yes. 16 A I was on countless hours of phones 17 calls with these negotiations, but, you know, 18 prior to that, there was -- all efforts were put 19 forth. There was nothing that could be done, you 20 know, between, you know, the damage that Jason 21 had done, you know, with the -- 22 Q That's not my question. 23 My question was, in July 2023, you put 24 forth no effort to try and save Takeover; 25 correct?</p>

August 20, 2024

<p style="text-align: right;">Page 58</p> <p>1 A Well, the company was already done at</p> <p>2 that point. The company was completely trashed.</p> <p>3 I mean, I'd say probably at the end of 2022.</p> <p>4 Q So the answer to my question is yes;</p> <p>5 true?</p> <p>6 A The answer is yes to what?</p> <p>7 Q In July 2023, you put forth no effort</p> <p>8 to try and save Takeover; correct?</p> <p>9 A Because it couldn't be saved. That</p> <p>10 would be correct. It was already -- it was done.</p> <p>11 It was done by the end of 2022. So it would have</p> <p>12 been -- there was nothing that could be done at</p> <p>13 that point. It was already --</p> <p>14 Q Next Gen operates under the brand name</p> <p>15 of LOCK'DIN; correct?</p> <p>16 A Could you repeat -- I missed that first</p> <p>17 part.</p> <p>18 Q Next Gen operates under the brand name</p> <p>19 LOCK'DIN, L-O-C-K, apostrophe, D-I-N; correct?</p> <p>20 A Correct.</p> <p>21 And also, one other point to mention,</p> <p>22 just to close out the prior question, is that I</p> <p>23 believe Jason and Melissa, they stole the website</p> <p>24 and they shut it down. So they essentially --</p> <p>25 the company was shut down -- literally.</p>	<p style="text-align: right;">Page 59</p> <p>1 And I -- you know, to me, when I create</p> <p>2 a product, I treat it like a child. You know, I</p> <p>3 always want to see it, you know, grow to its full</p> <p>4 potential, but this was like child molestation,</p> <p>5 rape. I mean, everything that happened. It was</p> <p>6 just a tragedy --</p> <p>7 Q Takeover transferred assets to Next</p> <p>8 Gen, didn't they?</p> <p>9 A No, I don't believe so.</p> <p>10 Q Why do you say you don't believe so?</p> <p>11 A Because there was no assets to be</p> <p>12 transferred. Everything was destroyed. The only</p> <p>13 assets were the trademark, which was destroyed,</p> <p>14 the Amazon store, which was shut down and stolen</p> <p>15 by Melissa Tucker, the Gamer Shot they stole, and</p> <p>16 the hydrogen water, they destroyed the</p> <p>17 relationship with the manufacturer by putting a</p> <p>18 lawsuit on them. So there was literally no</p> <p>19 assets.</p> <p>20 Q Takeover transferred trade secrets to</p> <p>21 Next Gen, didn't they?</p> <p>22 A No. There was no trade secrets to be</p> <p>23 transferred. What trade secrets were</p> <p>24 transferred?</p> <p>25 Q Formulas, for instance.</p>
<p style="text-align: right;">Page 60</p> <p>1 A No. There was no formulas transferred.</p> <p>2 Every -- they stole the Gamer Shot formula, and I</p> <p>3 said they could have it. And I may have not been</p> <p>4 on a lot of those legal calls that you were on,</p> <p>5 but I had given my blessing to say, look, if they</p> <p>6 want to steal the Gamer Shot and take it. They</p> <p>7 want to go start Gamer Shots, they could go and</p> <p>8 do it. Let us just move on and -- and build a</p> <p>9 company.</p> <p>10 Q Did Next Gen enter an agreement with</p> <p>11 Manny Pacquaio?</p> <p>12 A I'm not sure what the agreement was.</p> <p>13 Q You're aware of an agreement; you just</p> <p>14 don't know the specifics?</p> <p>15 A Correct. I think -- if I'm not -- I'm</p> <p>16 not sure what exactly the exact arrangement</p> <p>17 was.</p> <p>18 Q Was it a written agreement?</p> <p>19 A That, I don't know.</p> <p>20 Q Do you know the length of the</p> <p>21 agreement?</p> <p>22 A No, I do not. But I do know that he</p> <p>23 was a creditor to Takeover and that Jason Tucker</p> <p>24 signed a 1 million dollar agreement with him and</p> <p>25 then refused to pay him, which caused the demise</p>	<p style="text-align: right;">Page 61</p> <p>1 of that relationship as well. So that was</p> <p>2 another destroyed contact and resource and asset</p> <p>3 that Takeover ruined -- or Jason Tucker ruined.</p> <p>4 Q And the purpose of the agreement with</p> <p>5 Next Gen was so that Mr. Pacquaio would serve as</p> <p>6 a brand ambassador for LOCK'DIN; correct?</p> <p>7 A I'm not sure exactly the nature of the</p> <p>8 agreement. The only agreement that I knew of</p> <p>9 was, with Takeover, that he was, you know,</p> <p>10 contracted to endorse the company at a million</p> <p>11 dollars, and then he was not paid and that was</p> <p>12 another lawsuit that came on Takeover to</p> <p>13 basically shut the company down.</p> <p>14 In addition to -- that's where -- I'm</p> <p>15 sorry. My cat's jumping up here. Hang on one</p> <p>16 second.</p> <p>17 But, no, in addition to the Manny</p> <p>18 lawsuit, there was the PFL lawsuit that Jason</p> <p>19 signed a deal. So there was like -- he committed</p> <p>20 a multi-year agreement to the PFL, a multi-year</p> <p>21 agreement to Manny and then refused to pay</p> <p>22 anybody.</p> <p>23 And that was where some of those</p> <p>24 commitments that were made in the early going to</p> <p>25 support the company were -- with Mr. Deppoleto</p>

<p style="text-align: right;">Page 62</p> <p>1 were not followed through. And that's, you know,</p> <p>2 most likely why they went the direction that they</p> <p>3 went with 5-Hour and the Gamer Shot. So that was</p> <p>4 in addition to losing the assets. There was more</p> <p>5 debt and more lawsuits and more litigation that</p> <p>6 the Takeover company was buried with thanks to</p> <p>7 Jason Tucker.</p> <p>8 And whether or not Mr. Deppoleto knew</p> <p>9 that Jason Tucker was doing this, I don't know,</p> <p>10 but, I mean, if there's anybody to point the</p> <p>11 finger at, it's him. He did the most damage.</p> <p>12 Q Is Manny Pacquiao featured on LOCK'DIN</p> <p>13 products?</p> <p>14 A Yes. He is right now.</p> <p>15 Q Give me one second. I'm going to share</p> <p>16 my screen with you here in a minute.</p> <p>17 Well, actually, before I do that.</p> <p>18 LOCK'DIN sold NXT LVL products on LOCK'DIN's</p> <p>19 website; correct?</p> <p>20 A I don't believe so. I don't think</p> <p>21 there was any product sold.</p> <p>22 Q Okay. I'm going to share my screen</p> <p>23 with you here real quick. Let me know if you can</p> <p>24 see it.</p> <p>25 Are you able to see it? This is a June</p>	<p style="text-align: right;">Page 63</p> <p>1 14, 2023, letter. Do you see that?</p> <p>2 A Okay. Yep. I see it.</p> <p>3 Q I'm going to scroll down.</p> <p>4 Well, actually, have you ever seen this</p> <p>5 letter before today?</p> <p>6 A I'm not sure --</p> <p>7 Q This letter dated June 14, 2023?</p> <p>8 A I can't recall if I've seen it before.</p> <p>9 Q Okay. Here's the LOCK'DIN website.</p> <p>10 You recognize the LOCK'DIN website?</p> <p>11 A Yeah.</p> <p>12 Q And this a NXT LVL product; correct?</p> <p>13 A Yes, it is.</p> <p>14 Q And here's another one. T-Pain's NXT</p> <p>15 LVL Gamer Shot; correct?</p> <p>16 A Yes, it is. Yeah, I believe -- when I</p> <p>17 see that now, I think that may have been up there</p> <p>18 for like a day or two, and then it was taken</p> <p>19 down. And I think records were pulled, but there</p> <p>20 was no sales even done of those products.</p> <p>21 Because those were actually the inferior products</p> <p>22 that Jason and Mike T. and Mike Z. decided to do</p> <p>23 this with a downgraded formula that didn't sell.</p> <p>24 And that's part of the reason why the product</p> <p>25 didn't do well. And then it tanked.</p>
<p style="text-align: right;">Page 64</p> <p>1 But, yeah, I do recall that now. That</p> <p>2 was on the website for a day or two, but it</p> <p>3 did -- I don't think there was even one unit</p> <p>4 sold. And you could probably pull that data.</p> <p>5 Q Okay. So I asked you before if</p> <p>6 Takeover transferred any assets to Next Gen, and</p> <p>7 you said no. This changes your answer, though;</p> <p>8 correct?</p> <p>9 A No. Because I don't really think it's</p> <p>10 an asset. It might have been a liquidation sale.</p> <p>11 I mean, I -- that, I don't know officially, but</p> <p>12 it...</p> <p>13 Q Well, liquidation sale is still an</p> <p>14 asset; correct?</p> <p>15 A Perhaps.</p> <p>16 Q Well, what's perhaps about it?</p> <p>17 A They were discontinued products. I</p> <p>18 don't -- I mean, I don't know exactly what was</p> <p>19 done and what was sold, but I just -- I wouldn't</p> <p>20 consider it an asset. I'd consider that more of</p> <p>21 a liability and a failed product.</p> <p>22 Q Okay. And we see on there that</p> <p>23 LOCK'DIN was trying to sell the NXT LVL Gamer</p> <p>24 Shots at a discount, too; correct?</p> <p>25 A Well, you know what? Nobody wanted</p>	<p style="text-align: right;">Page 65</p> <p>1 those shots. That's why they were returned from</p> <p>2 Dollar General. And so -- and I -- now that I'm</p> <p>3 looking at that, I don't even think -- even when</p> <p>4 those were being sold on the Takeover site, they</p> <p>5 weren't selling. I would -- it'd probably -- I'd</p> <p>6 like to see the sales report of that myself</p> <p>7 because I bet you there was not one unit sold.</p> <p>8 Q Okay. But just looking at it, we see</p> <p>9 the price is listed as 41.99; true?</p> <p>10 A Yeah.</p> <p>11 Q And it's listed --</p> <p>12 A And -- and couldn't give --</p> <p>13 Q -- \$21; correct?</p> <p>14 (Reporter clarification.)</p> <p>15 A Couldn't -- you couldn't give it away.</p> <p>16 And I have to defend my formula because that was</p> <p>17 not my formula. Those guys went and made it a</p> <p>18 cheaper formula to do that deal, which I advised</p> <p>19 against, and that's why the whole thing tanked,</p> <p>20 so...</p> <p>21 (Reporter clarification.)</p> <p>22 MR. HARVEY: Sure. I said we see</p> <p>23 listed on the website the list price is 41.99.</p> <p>24 BY MR. HARVEY:</p> <p>25 Q True, Mr. Pavlik?</p>

<p style="text-align: right;">Page 66</p> <p>1 A That's what it says there, yes.</p> <p>2 Q But it's actually being sold on the</p> <p>3 LOCK'DIN website for \$21; correct?</p> <p>4 A That's right. Because I think at the</p> <p>5 time there's still probably a warehouse filled</p> <p>6 with all of those products because they did not</p> <p>7 sell. None of them sold because they made an</p> <p>8 ineffective product.</p> <p>9 Again, part of the reason why the</p> <p>10 product failed, they decided to downgrade the</p> <p>11 formula. They didn't work. It was like watered</p> <p>12 down B vitamins with a little caffeine, so --</p> <p>13 Q And, sir, I'm trying to get you out of</p> <p>14 here as quickly as possible today. We'll go a</p> <p>15 little bit better if we stick with my questions;</p> <p>16 okay?</p> <p>17 A Oh, no problem. Sure thing. I'm just</p> <p>18 trying to be helpful.</p> <p>19 Q Now, did LOCK'DIN pay Takeover for</p> <p>20 these products?</p> <p>21 A I do not believe so. I'm not sure.</p> <p>22 That, I don't know.</p> <p>23 Q And you've promoted LOCK'DIN products</p> <p>24 on your personal social media channels;</p> <p>25 correct?</p>	<p style="text-align: right;">Page 67</p> <p>1 A Sure. Yes, I have.</p> <p>2 Q When did you first meet Michael</p> <p>3 Holley?</p> <p>4 A I met Michael Holley back in 2009.</p> <p>5 Q What were the circumstances?</p> <p>6 A We were working for -- they were</p> <p>7 distributing a product for a company that I had</p> <p>8 developed a Nootropic drink for back in 2009.</p> <p>9 Q Who is the "they" in that sentence?</p> <p>10 A It was a company called Body Well.</p> <p>11 Q Where were they based out of?</p> <p>12 A Sunrise, Florida.</p> <p>13 Q And you were selling or developing</p> <p>14 product for Body Well?</p> <p>15 A Correct.</p> <p>16 Q When did you first -- well, did you</p> <p>17 keep up with him through that entire 2009 through</p> <p>18 2021 time frame?</p> <p>19 A No.</p> <p>20 Q When did you reconnect with him before</p> <p>21 starting Takeover?</p> <p>22 A Probably, say, in 2018, 2019.</p> <p>23 Q When did you first meet Toby McBride?</p> <p>24 A At the same time.</p> <p>25 Q 2018, 2019, or back when --</p>
<p style="text-align: right;">Page 68</p> <p>1 A No. In 2009. Same time as Mike</p> <p>2 Holley.</p> <p>3 Q He was working for Body Well also?</p> <p>4 A Correct.</p> <p>5 Q Did you keep up with him the whole time</p> <p>6 between 20 -- or 2009 and 2021?</p> <p>7 A No. We reconnected around the same</p> <p>8 time.</p> <p>9 Q What were the circumstances under which</p> <p>10 you reconnected with those two?</p> <p>11 A I can't recall specifically. I think</p> <p>12 we met at a trade show. And then there was</p> <p>13 another opportunity for a company that I was</p> <p>14 going to formulate a product for. And since they</p> <p>15 had the background in beverage distribution, we</p> <p>16 connected on that, and that company was Ignite.</p> <p>17 And so that's how we reconnected on that deal.</p> <p>18 Q When did you meet Tom Zarro for the</p> <p>19 first time?</p> <p>20 A I met Tom Zarro for the first time -- I</p> <p>21 would say maybe in March of 2023, maybe.</p> <p>22 Q What were the circumstances under which</p> <p>23 you met Mr. Zarro in March 2023?</p> <p>24 A I met him while I was visit -- I was in</p> <p>25 Vegas for a trade show.</p>	<p style="text-align: right;">Page 69</p> <p>1 Q And what was your understanding of his</p> <p>2 background?</p> <p>3 A I knew that he was involved in sober</p> <p>4 living homes out in Vegas, helping addicts in</p> <p>5 recovery, which has been an area I've been</p> <p>6 passionate about because I've had a number of</p> <p>7 friends and family that have suffered from that,</p> <p>8 so...</p> <p>9 Q And you said Mr. Schadel, your</p> <p>10 understanding was, he started Labor SMART in</p> <p>11 2013, thereabouts?</p> <p>12 A I'm not exactly sure the exact date.</p> <p>13 Q Mr. Janis introduced you to him,</p> <p>14 though?</p> <p>15 A That's -- yes. Correct.</p> <p>16 Q Was Mr. Schadel ever an employee,</p> <p>17 agent, officer, director of Takeover?</p> <p>18 A I do not believe so.</p> <p>19 Q Was he ever an officer, agent,</p> <p>20 employee, director of Next Gen?</p> <p>21 A I don't believe so.</p> <p>22 Q The Mike Tzanetatos -- is that how you</p> <p>23 pronounce his name?</p> <p>24 A Something like that.</p> <p>25 Q Is it T-z-a-n-e-t-a-t-o-s? Does that</p>

Joseph F. Pavlik

August 20, 2024

<p style="text-align: right;">Page 70</p> <p>1 sound right?</p> <p>2 A That sounds right.</p> <p>3 Q Okay. And you said he was an employee</p> <p>4 of Takeover; correct?</p> <p>5 A I believe so.</p> <p>6 Q And, to your knowledge, was he just a</p> <p>7 sales rep or did he hold other roles?</p> <p>8 A He originally was hired as the sales</p> <p>9 rep, but then I believe he gravitated to other</p> <p>10 roles under Jason Tucker, which involved product</p> <p>11 development and formulation, which led to his</p> <p>12 revision of my Gamer Shot formula to a reduced</p> <p>13 version, which was one of the reasons why the</p> <p>14 product failed miserably.</p> <p>15 And he also was probably part of the</p> <p>16 team that supported doing the Dollar General</p> <p>17 deal, which also failed miserably.</p> <p>18 Q You've referenced the Dollar General</p> <p>19 deal a couple times. Can you explain a little</p> <p>20 more about what happened there?</p> <p>21 A Yes. There was an opportunity that I</p> <p>22 believe Jason Tucker had, along with Mike</p> <p>23 Costello and Mike Tzanetatos, that they wanted to</p> <p>24 do a Gamer Shot for Dollar General. And with</p> <p>25 Takeover at the time being a premium brand, it</p>	<p style="text-align: right;">Page 71</p> <p>1 did not make sense to go into a closeout store.</p> <p>2 This discussion started in June of</p> <p>3 2023, which once I expressed my, you know,</p> <p>4 feeling that it was a horrible idea, I then was</p> <p>5 frozen out of communication. They continued to</p> <p>6 move forward with the deal. I believe they put</p> <p>7 out close to a million dollars for the</p> <p>8 reduced-cost version Gamer Shot product.</p> <p>9 I believe that they -- and I found this</p> <p>10 out after the fact, that Mr. Deppoleto was told</p> <p>11 by Mike Costello and Tzanetatos to do these</p> <p>12 displays for Dollar General, which was another,</p> <p>13 you know, investment there, and also they spent</p> <p>14 excessive amounts shipping product to Dollar</p> <p>15 General, I believe 150,000.</p> <p>16 And then there was still another 3</p> <p>17 million that was due to Dollar General over the</p> <p>18 course of 2 to 3 years based on the contract. So</p> <p>19 had that thing still went forward, Mr. Deppoleto</p> <p>20 would have probably been in 5 to 7 million into</p> <p>21 this deal because of what they decided to do with</p> <p>22 the Dollar General deal.</p> <p>23 So in reality, you know, I understand,</p> <p>24 you know, the reason we're on this deposition now</p> <p>25 is because Mr. Deppoleto is concerned about his</p>
<p style="text-align: right;">Page 72</p> <p>1 investment. But the truth is his investment was</p> <p>2 poorly appropriated and allocated towards the</p> <p>3 Dollar General deal, which, you know, if it was</p> <p>4 1.5 or 2 million, I would say 90 percent of that</p> <p>5 went to that deal and went to pay the people that</p> <p>6 coerced that deal.</p> <p>7 That's why I just -- it blows my mind</p> <p>8 that I'm here on this deposition today when I --</p> <p>9 this all could have been stopped, and truly,</p> <p>10 those that are responsible for that debt are</p> <p>11 those individuals: Jason, Mike Costello, Mike</p> <p>12 Tzanetatos and, for that matter, Mr. Deppoleto,</p> <p>13 as a director having invested in the company and</p> <p>14 then further allowing that to happen. It was</p> <p>15 just bad business, bad decision.</p> <p>16 Q What year did you say this was or what</p> <p>17 time frame, this Dollar General deal --</p> <p>18 A This was -- this was between, I would</p> <p>19 say, May 2022 and October 2022.</p> <p>20 I recall meeting Mr. Deppoleto in May</p> <p>21 of 2022, at a PFL event; had a great</p> <p>22 conversation. Told him who I am, what I did.</p> <p>23 Got along great. Shortly thereafter, he went</p> <p>24 to -- he flew to Mexico to meet Jason Tucker, and</p> <p>25 that was probably in end of May, June of 2022.</p>	<p style="text-align: right;">Page 73</p> <p>1 And that's when Jason started whatever he started</p> <p>2 with him, you know. And then the next thing, you</p> <p>3 know, they separated the company. They brought</p> <p>4 in Mike Tzanetatos, Mike Costello.</p> <p>5 They started operating independently.</p> <p>6 They wanted to do this Gamer Shot for Dollar</p> <p>7 General. Mike Tzanetatos thought he was going to</p> <p>8 save the company money by doing a cheaper shot,</p> <p>9 which they did, which we -- of course, as I</p> <p>10 mentioned, backfired. And --</p> <p>11 Q I think I got it. Like I said, I'm</p> <p>12 trying to get you out of here, so --</p> <p>13 A Oh, yeah. No, I -- but I want to give</p> <p>14 you the right information, too, so that you</p> <p>15 understand really what happened. Because, you</p> <p>16 know, I -- these --</p> <p>17 Q Yeah, I --</p> <p>18 A -- are the facts where the investment</p> <p>19 went. So I just want to make sure I give you all</p> <p>20 the information I have, you know.</p> <p>21 Q I got it.</p> <p>22 So Mike Costello, he also worked at</p> <p>23 Takeover; correct?</p> <p>24 A That's correct.</p> <p>25 Q Was his formal role there sales rep or</p>

<p style="text-align: right;">Page 74</p> <p>1 did he have other roles?</p> <p>2 A Well, he was -- at first, he was just a</p> <p>3 sales rep, but then I later found out that he</p> <p>4 moved as -- he moved in as CEO. And I believe,</p> <p>5 if I'm not mistaken, he and Jason were the ones</p> <p>6 that signed the latter notes from Mr. Deppoleto</p> <p>7 that I was unaware of that were done until after</p> <p>8 the fact. So, again, further implicating Jason</p> <p>9 Tucker and Costello for the misappropriation of</p> <p>10 those funds towards Dollar General.</p> <p>11 Q When was he the CEO of Takeover?</p> <p>12 A I would want to say probably summer of</p> <p>13 2022.</p> <p>14 Q And, again, you'd defer to the</p> <p>15 corporate record books on that?</p> <p>16 A That would be best.</p> <p>17 Q Was Mr. Tzanetatos, was he ever an</p> <p>18 employee, agent, officer or director of Next</p> <p>19 Gen?</p> <p>20 A No. After what he did to Takeover --</p> <p>21 Q No, that's fine.</p> <p>22 Was Mr. Costello --</p> <p>23 A -- I -- I would have been -- I would</p> <p>24 not have volunteered my services had he been</p> <p>25 involved.</p>	<p style="text-align: right;">Page 75</p> <p>1 Q Was Mr. Costello ever an employee,</p> <p>2 agent, officer or director of Next Gen?</p> <p>3 A No, sir. Same thing: I would not have</p> <p>4 been involved or volunteered my services had</p> <p>5 those individuals --</p> <p>6 Q Who is Maurice Salem?</p> <p>7 A What's that?</p> <p>8 Q Who is Maurice Salem?</p> <p>9 A I'm not sure. I believe he's a -- is a</p> <p>10 shareholder.</p> <p>11 Q Of?</p> <p>12 A Of LTNC.</p> <p>13 Q Labor SMART?</p> <p>14 A Correct.</p> <p>15 Q Have you ever met Mr. Salem?</p> <p>16 A Never met him.</p> <p>17 Q Ever spoken to him, even if you didn't</p> <p>18 meet him face-to-face?</p> <p>19 A I may have been on a conference call</p> <p>20 that he was on, but can't recall if I've actually</p> <p>21 spoken directly to him.</p> <p>22 Q To your knowledge, was he ever an</p> <p>23 employee, agent, officer or director of</p> <p>24 Takeover?</p> <p>25 A Not to my knowledge.</p>
<p style="text-align: right;">Page 76</p> <p>1 Q Was he ever an employee, agent, officer</p> <p>2 or director of Next Gen?</p> <p>3 A Not to my knowledge.</p> <p>4 Q And you said Kerby, and that's</p> <p>5 K-e-r-b-y, not K-i-r-b-y; correct?</p> <p>6 A Correct.</p> <p>7 Q Kerby Fortner?</p> <p>8 A That's correct.</p> <p>9 Q And what was his role again at</p> <p>10 Takeover?</p> <p>11 A He was like the gaming director, social</p> <p>12 media manager.</p> <p>13 Q And he was paid in part with</p> <p>14 investments that Mr. Deppoleto made; correct?</p> <p>15 A That, I'm not sure where his pay came</p> <p>16 from.</p> <p>17 Q Was he ever an employee, agent, officer</p> <p>18 or director of Next Gen?</p> <p>19 A No. And he would go with the same</p> <p>20 group as Costello and Tzanetatos because they all</p> <p>21 conspired together.</p> <p>22 Q Well, there's been reference throughout</p> <p>23 the lawsuit to a June 10, 2021, special meeting</p> <p>24 of Takeovers board of directors. Do you recall</p> <p>25 attending that meeting?</p>	<p style="text-align: right;">Page 77</p> <p>1 A June 10th, 2021, can't recall. It's</p> <p>2 quite a while ago.</p> <p>3 Q Okay. Do you remember being elected as</p> <p>4 a director of Takeover at that meeting?</p> <p>5 A I don't recall, but if the records</p> <p>6 state that that happened, then it happened.</p> <p>7 Q Okay. And you'd defer to the records</p> <p>8 in terms of what resolutions were passed at that</p> <p>9 meeting; correct?</p> <p>10 A I would say so, correct.</p> <p>11 Q Did you have any involvement in</p> <p>12 soliciting celebrity endorsements for Takeover?</p> <p>13 A No, not to my --</p> <p>14 Q So -- you had no communications with</p> <p>15 T-Pain?</p> <p>16 A No. That was a relationship that Jason</p> <p>17 Tucker managed exclusively.</p> <p>18 Q How about Manny Pacquaio, did you have</p> <p>19 communications with him?</p> <p>20 A No. That was another one that Jason</p> <p>21 Tucker did that. I think it was a million</p> <p>22 dollars, the Manny and like 900,000 to T-Pain</p> <p>23 that he committed to for the company.</p> <p>24 Q Have you ever reviewed either T-Pain's</p> <p>25 contract or Manny Pacquaio's contract with</p>

<p style="text-align: right;">Page 78</p> <p>1 Takeover?</p> <p>2 A No. I have not reviewed it. And,</p> <p>3 truthfully, with all of the contracts always</p> <p>4 being changed and manipulated by Jason Tucker, I</p> <p>5 don't -- I mean, it -- he tried to falsify</p> <p>6 documents a number of times. Company --</p> <p>7 Q Did you --</p> <p>8 A -- I wouldn't trust anything that he</p> <p>9 did.</p> <p>10 Q Did you ever sign those contracts on</p> <p>11 behalf of Takeover?</p> <p>12 A I don't believe so.</p> <p>13 Q Do you know when Manny Pacquaio's</p> <p>14 contract was executed with Takeover?</p> <p>15 A I don't believe so. I don't know.</p> <p>16 Q If I said April 27, 2021, does that</p> <p>17 sound correct?</p> <p>18 A It could be within that time frame.</p> <p>19 That was right after Jason came in.</p> <p>20 Q And you understood that the Manny</p> <p>21 Pacquaio contract was an exclusive contract;</p> <p>22 correct?</p> <p>23 A I'm not sure --</p> <p>24 Q Meaning --</p> <p>25 A -- what the details were.</p>	<p style="text-align: right;">Page 79</p> <p>1 Q Meaning you understood that</p> <p>2 Mr. Pacquaio was agreeing to refrain from</p> <p>3 promoting products that would compete with NXT</p> <p>4 LVL; correct?</p> <p>5 A I don't have the contract in front of</p> <p>6 me, but if it states that.</p> <p>7 Q Okay. You're aware that McBride spent</p> <p>8 Takeover money on personal expenses; correct?</p> <p>9 MR. SEXTON: Object to form.</p> <p>10 A No, I -- I have no problem answering</p> <p>11 that. Because I was on the phone calls with</p> <p>12 Jason Tucker, and I'm not here to defend anyone's</p> <p>13 spending habits, but I do know that he was given</p> <p>14 authorization from Jason to use his company card</p> <p>15 for his personal expenses. And I just heard that</p> <p>16 --</p> <p>17 BY MR. HARVEY:</p> <p>18 Q So you --</p> <p>19 A -- I heard that side line from one of</p> <p>20 their conversations.</p> <p>21 Q So you're aware that Mr. McBride used</p> <p>22 Takeover funds for personal expenses; true?</p> <p>23 A Yeah. I'm aware of that, just because</p> <p>24 it was being discussed.</p> <p>25 Q And you're aware that Mr. McBride</p>
<p style="text-align: right;">Page 80</p> <p>1 charged Takeover for shopping; correct?</p> <p>2 MR. SEXTON: Object to form.</p> <p>3 A I don't know exactly what he purchased,</p> <p>4 but I know that was brought up at some point.</p> <p>5 BY MR. HARVEY:</p> <p>6 Q You're aware that Mr. McBride used</p> <p>7 Takeover money for personal travel; correct?</p> <p>8 A I'm not aware of that. I mean, to my</p> <p>9 understanding, it was Jason had told them to use</p> <p>10 the company card, as long as he pays it back.</p> <p>11 Whether he paid it back or not, I don't know.</p> <p>12 Q You're aware that Mr. McBride spent</p> <p>13 over \$250,000 of Takeover's funds for personal</p> <p>14 expenses; correct?</p> <p>15 MR. SEXTON: Object to form.</p> <p>16 A Yeah. That, I don't know.</p> <p>17 BY MR. HARVEY:</p> <p>18 Q Okay.</p> <p>19 A Sounds excessive.</p> <p>20 Q I thought so too.</p> <p>21 When did Mr. McBride use Takeover funds</p> <p>22 for personal expenses? When was the first</p> <p>23 instance that you're aware of?</p> <p>24 A I don't know.</p> <p>25 Q When was the last time you're aware of</p>	<p style="text-align: right;">Page 81</p> <p>1 Mr. McBride using Takeover funds for personal</p> <p>2 expenses?</p> <p>3 A I don't know. I really wasn't keeping</p> <p>4 tabs on what he was doing, you know.</p> <p>5 Q You're aware that Takeover reprimanded</p> <p>6 Mr. McBride for his use of Takeover funds for</p> <p>7 personal expenses; correct?</p> <p>8 A Yes, I was aware of that.</p> <p>9 Q You were aware that Takeover placed</p> <p>10 Mr. McBride on a leave of absence; correct?</p> <p>11 A Correct.</p> <p>12 Q For what time period was he placed on a</p> <p>13 leave of absence?</p> <p>14 A To the best of my recollection, I would</p> <p>15 say it was probably from maybe September of 2022,</p> <p>16 until October or November of 2022.</p> <p>17 And I believe the reason for that was</p> <p>18 to keep him out from going to the NACS show</p> <p>19 because that's when they had the meeting set with</p> <p>20 5-Hour Energy, and they didn't want Toby at the</p> <p>21 NACS show, so they could have that private</p> <p>22 meeting.</p> <p>23 Q Mr. McBride voluntarily stepped down</p> <p>24 from his position as a director at Takeover;</p> <p>25 correct?</p>

<p style="text-align: right;">Page 82</p> <p>1 A I believe so.</p> <p>2 Q What time period?</p> <p>3 A I want to say that was maybe around the</p> <p>4 same time frame. September of 2022, maybe. I</p> <p>5 don't know exactly. I don't know.</p> <p>6 Q And you're aware that Mr. Holley made</p> <p>7 unauthorized distributions from Takeover, meaning</p> <p>8 distributions without approval from Takeover's</p> <p>9 board of directors; correct?</p> <p>10 A That, I don't know. I was never on a</p> <p>11 bank account. Never had a company credit card.</p> <p>12 I never was involved with the financials.</p> <p>13 Q Even if you didn't see the financials</p> <p>14 directly, you're aware that Mr. Holley allowed</p> <p>15 unauthorized distributions of over \$750,000;</p> <p>16 correct?</p> <p>17 MR. SEXTON: Object to form.</p> <p>18 A That's what's said, but I don't know if</p> <p>19 that was what was proven.</p> <p>20 THE REPORTER: Sir, can we take a</p> <p>21 few-minute break? Been going about an hour and a</p> <p>22 half now.</p> <p>23 MR. HARVEY: Oh, sure. It's 4:35.</p> <p>24 Come back at, what, 4:40? Well, 4:35 my time,</p> <p>25 I'm sorry.</p>	<p style="text-align: right;">Page 83</p> <p>1 THE REPORTER: Okay. 2 --</p> <p>2 MR. HARVEY: 40 for you.</p> <p>3 THE REPORTER: Yeah. Come back at --</p> <p>4 yeah. 2:50?</p> <p>5 MR. HARVEY: Sure.</p> <p>6 THE REPORTER: Yeah, 10 minutes.</p> <p>7 MR. HARVEY: Okay.</p> <p>8 THE VIDEOGRAPHER: Counsel, are we</p> <p>9 prepared to go off the record?</p> <p>10 MR. HARVEY: Yeah.</p> <p>11 THE VIDEOGRAPHER: Okay. We are off</p> <p>12 the record at 2:36 p.m.</p> <p>13 (Break taken.)</p> <p>14 THE VIDEOGRAPHER: We're back on the</p> <p>15 record at 2:51 p.m.</p> <p>16 BY MR. HARVEY:</p> <p>17 Q Mr. Pavlik, you're aware Michael Holley</p> <p>18 charged personal expenses to Takeover; correct?</p> <p>19 MR. SEXTON: Object to form.</p> <p>20 A I'm not aware of all of that, but what</p> <p>21 I do know or recall is that those were dismissed</p> <p>22 in the court case. There was another court case,</p> <p>23 I believe, I wasn't involved in, but I think that</p> <p>24 was dismissed.</p> <p>25 BY MR. HARVEY:</p>
<p style="text-align: right;">Page 84</p> <p>1 Q When did you become aware that</p> <p>2 Mr. Holley charged personal expenses to</p> <p>3 Takeover?</p> <p>4 A I don't know exactly when, but I just</p> <p>5 know the result of the court case was that it</p> <p>6 was -- it was dismissed.</p> <p>7 Q Okay. What was the dollar amount of</p> <p>8 Mr. Holley's personal expenses that were charged</p> <p>9 to Takeover?</p> <p>10 A That I don't know.</p> <p>11 Q I asked you before when you became</p> <p>12 aware of. Do you know the dates when Mr. Holley</p> <p>13 actually charged personal expenses to Takeover?</p> <p>14 A I don't know the dates, but I was told</p> <p>15 that that was all dismissed, I think, in one of</p> <p>16 the court cases.</p> <p>17 Q Did Mr. Holley's family members make</p> <p>18 personal purchases and charge them to Takeover?</p> <p>19 A Not that I'm aware of.</p> <p>20 Q What was the dollar amount that you</p> <p>21 heard were charged for personal expenses?</p> <p>22 A I really don't know exactly.</p> <p>23 Q There was a December 21, 2021, Takeover</p> <p>24 board meeting; correct?</p> <p>25 A December '21, correct.</p>	<p style="text-align: right;">Page 85</p> <p>1 Q And you attended it; correct?</p> <p>2 A This may have been -- it may have been</p> <p>3 a phone call board meeting at that time. So I</p> <p>4 believe I would have attended.</p> <p>5 Q Attended via phone?</p> <p>6 A Correct.</p> <p>7 Q And you were a board member in December</p> <p>8 of 2021; correct?</p> <p>9 A I believe so.</p> <p>10 Q What was the purpose of that meeting?</p> <p>11 A I believe Jason Tucker called a meeting</p> <p>12 to state that he had found some expenses that had</p> <p>13 to be reported by Mike Holley --</p> <p>14 Q Did -- did the board vote to remove</p> <p>15 Mr. Holley from the Takeover board of directors</p> <p>16 at that meeting?</p> <p>17 A The board did vote to do that, although</p> <p>18 I originally said I wanted to speak to Mr. Holley</p> <p>19 about this because it sounded excessive. And at</p> <p>20 that time -- it may have been around 5 minutes to</p> <p>21 5:00 -- he said, no, there's no time for that;</p> <p>22 you got to sign the DocuSign in your inbox and</p> <p>23 take my word on this. So that was what I did.</p> <p>24 So I did agree to do it, but then after</p> <p>25 finding out the facts, it turned out that that</p>

Joseph F. Pavlik

August 20, 2024

<p style="text-align: right;">Page 86</p> <p>1 was not true.</p> <p>2 Q You did ultimately vote in favor of</p> <p>3 removing Mr. Holley from the Takeover board of</p> <p>4 directors; correct?</p> <p>5 A I was forced to do it -- even though I</p> <p>6 was -- would have liked to have done some due</p> <p>7 diligence prior.</p> <p>8 Q You did ultimately vote to remove</p> <p>9 Mr. Holley from the Takeover board of directors;</p> <p>10 correct?</p> <p>11 A Correct.</p> <p>12 Q And was it a permanent removal or was</p> <p>13 it temporary?</p> <p>14 A I believe --</p> <p>15 Q At that time, when you voted for it.</p> <p>16 A I believe at that time -- I can't</p> <p>17 recall if it was permanent or -- I think it may</p> <p>18 have been temporary.</p> <p>19 Q Okay. I'm going to share my screen</p> <p>20 with you again, Mr. Pavlik.</p> <p>21 Are you able to see, "Resolution board</p> <p>22 of directors of Labor SMART, Inc."?</p> <p>23 A What was the date of this?</p> <p>24 Q If -- it was a couple dates on, but it</p> <p>25 looks like it's a November 7, 2022, meeting.</p>	<p style="text-align: right;">Page 87</p> <p>1 A Okay. So --</p> <p>2 Q Via conference call.</p> <p>3 A -- it isn't the December meeting you</p> <p>4 were just referring to.</p> <p>5 Q No. This is a different one.</p> <p>6 Do you recognize this resolution of the</p> <p>7 board of directors of Labor SMART?</p> <p>8 A I mean, I -- it looks familiar. I</p> <p>9 mean, I've seen so many documents. I -- I mean,</p> <p>10 it's tough. But, yeah, I mean, I'm looking at</p> <p>11 it.</p> <p>12 Q Okay. And if we go to the last page,</p> <p>13 is that your signature on the last page there?</p> <p>14 A Doesn't look like my signature.</p> <p>15 Q Does not look like your signature. You</p> <p>16 want me to --</p> <p>17 A No.</p> <p>18 Q -- zoom in a little? You look like</p> <p>19 you're --</p> <p>20 A Sure.</p> <p>21 Q -- straining.</p> <p>22 A Yeah. No, zoom it in a little bit.</p> <p>23 Yeah, that doesn't look like my</p> <p>24 signature.</p> <p>25 Q Okay.</p>
<p style="text-align: right;">Page 88</p> <p>1 A Jason forged a lot of signatures.</p> <p>2 Q Okay. Are you saying that you believe</p> <p>3 Jason forged your signature on this?</p> <p>4 A I'm not saying that. I'm just saying</p> <p>5 that it doesn't look like my signature.</p> <p>6 Q Okay. Now, in November 2022, this was</p> <p>7 still in the COVID time frame, and I'm seeing a</p> <p>8 reference, in fact, to COVID in this here.</p> <p>9 Were you signing documents physically</p> <p>10 in November 2022, or would this have been a time</p> <p>11 you would have been signing electronically.</p> <p>12 A Probably -- at that time, probably</p> <p>13 electronically.</p> <p>14 Q Okay. Now, going back to this</p> <p>15 signature page, does that like look that could</p> <p>16 have been your electronic signature?</p> <p>17 A Possibly, sure.</p> <p>18 Q Okay. And then next to your name, it</p> <p>19 says, "Observer." What does that mean?</p> <p>20 A Not sure. Maybe that I was -- that's a</p> <p>21 good question. I don't know.</p> <p>22 Q Okay. Right above it, it says, "In</p> <p>23 witness whereof, the undersigned being two of the</p> <p>24 three directors of company," and then it goes on.</p> <p>25 Do you see that?</p>	<p style="text-align: right;">Page 89</p> <p>1 A Okay. Yeah.</p> <p>2 Q So is it your understanding that --</p> <p>3 A I do see it.</p> <p>4 Q Was it your understanding that</p> <p>5 Mr. McBride and Mr. Holley were both directors of</p> <p>6 Labor SMART as of December 7, 2022?</p> <p>7 A I -- if the records show that, then</p> <p>8 yes.</p> <p>9 Q Okay. Well, it doesn't have "director"</p> <p>10 next to your name.</p> <p>11 Was it your understanding you were a</p> <p>12 director of Labor SMART as of November 7, 2022 --</p> <p>13 A I -- I had been resigned at that time,</p> <p>14 I believe.</p> <p>15 Q Okay. Do you remember who called this</p> <p>16 meeting?</p> <p>17 A Had to be Jason Tucker.</p> <p>18 Q Now, up in the top, it says on November</p> <p>19 7, 2022, at 9:00 a.m. Mountain time you,</p> <p>20 Mr. McBride and Mr. Holley appeared by conference</p> <p>21 call. Do you see any reference to Mr. Tucker in</p> <p>22 that attendee of the meeting?</p> <p>23 A No. I -- you know, I don't. May --</p> <p>24 this -- you know, I'm confusing the one meeting</p> <p>25 you just said that was December 2021. Now, we're</p>

<p style="text-align: right;">Page 90</p> <p>1 talking November 2nd, 2022. So, no, this -- he</p> <p>2 would not have called this meeting, no. That --</p> <p>3 the December 2021 meeting, Tucker would have</p> <p>4 called. This one, no.</p> <p>5 Q Okay. Did Mr. Holley call this</p> <p>6 meeting?</p> <p>7 A Probably, most likely, Mr. Holley</p> <p>8 called it.</p> <p>9 Q Okay. Did it surprise you that</p> <p>10 Mr. Holley was calling the meeting since he was</p> <p>11 no longer on Takeover's board of directors at</p> <p>12 this point?</p> <p>13 A No. It didn't surprise me, especially</p> <p>14 after what was -- what transpired in October of</p> <p>15 2022, at the NACS show with all of the fraudulent</p> <p>16 activity with 5-Hour.</p> <p>17 Q Okay. So you attended a board meeting</p> <p>18 that Mr. Holley called; correct?</p> <p>19 A I believe so. I --</p> <p>20 Q Did you --</p> <p>21 A -- can't recall exactly who called it,</p> <p>22 but it would -- had to be either Toby or Mike.</p> <p>23 Q Did you express concern to anyone about</p> <p>24 Mr. Holley calling a board of directors</p> <p>25 meeting?</p>	<p style="text-align: right;">Page 91</p> <p>1 A I don't believe so. I felt there was</p> <p>2 probably more concern with Jason Tucker, which I</p> <p>3 don't know why he's not involved in these</p> <p>4 discussions. That would be -- he's really the</p> <p>5 one that we need to have in here, you know.</p> <p>6 Q And at this meeting, did -- here, I'll</p> <p>7 scroll down so you can see it.</p> <p>8 At this meeting, did you purport to</p> <p>9 vote to suspend Michael Costello from his role as</p> <p>10 CEO of Labor SMART?</p> <p>11 A I may have, yes. And I think it was</p> <p>12 because of what was happening with the NACS deal</p> <p>13 and them hijacking and trying to do the 5-Hour</p> <p>14 deal.</p> <p>15 Q Going down further, we see there's a</p> <p>16 provision that says, "Resolved, the planned</p> <p>17 spinoff of Takeover, suspended for 90 days." Do</p> <p>18 you see that?</p> <p>19 A I do see it.</p> <p>20 Q What does "planned spinoff" refer to?</p> <p>21 A I'm not sure.</p> <p>22 Q Do you recall there being a planned</p> <p>23 spinoff of Takeover being in the works as of</p> <p>24 November 2022?</p> <p>25 A I'm not sure. I wasn't involved in lot</p>
<p style="text-align: right;">Page 92</p> <p>1 of those discussions. As you know, I was kind of</p> <p>2 not involved in all those activities.</p> <p>3 Q But you did sign this document at the</p> <p>4 end as one of the three people to sign it;</p> <p>5 correct?</p> <p>6 A I believe I did.</p> <p>7 Q And you wouldn't have signed it if</p> <p>8 there was something in here that you disagreed</p> <p>9 with; correct?</p> <p>10 A Could you repeat that?</p> <p>11 Q You would not have signed a document</p> <p>12 where there was something in it where you didn't</p> <p>13 agree with it; correct?</p> <p>14 A That'd be correct.</p> <p>15 Q Okay. And this same provision that's</p> <p>16 highlighted says that the company was going to</p> <p>17 undertake a review of documents and information</p> <p>18 concerning the transaction which has been</p> <p>19 withheld by Jason Tucker; correct?</p> <p>20 A Correct.</p> <p>21 Q Did Labor SMART conduct a review of</p> <p>22 documents and information concerning the</p> <p>23 transaction?</p> <p>24 A I'm not sure.</p> <p>25 Q You're not sure if it happened?</p>	<p style="text-align: right;">Page 93</p> <p>1 A Yeah. I'm not sure if that was done.</p> <p>2 Q It was a resolution, though, that was</p> <p>3 supposed to happen; correct?</p> <p>4 A If it says so.</p> <p>5 Q Okay.</p> <p>6 A But I'm not -- wasn't sure if you were</p> <p>7 asking if it was proposed or if it was done.</p> <p>8 Q I was asking if it was done initially,</p> <p>9 and you said you weren't sure. And I said but it</p> <p>10 was resolved as something that was supposed to be</p> <p>11 done; correct?</p> <p>12 A Could you repeat that? I'm not</p> <p>13 connect --</p> <p>14 Q Yeah. It was on -- we were just -- I</p> <p>15 can put it back up if you want.</p> <p>16 That was in the provision that said</p> <p>17 "Resolved." The company was going to undertake a</p> <p>18 review of documents and information concerning</p> <p>19 the transaction. That was something that was</p> <p>20 supposed to happen; correct?</p> <p>21 A Which transaction?</p> <p>22 Q The planned spinoff of Takeover that</p> <p>23 was resolved -- or discussed in that same</p> <p>24 paragraph.</p> <p>25 A Okay. Yeah. I'm not sure.</p>

Joseph F. Pavlik

August 20, 2024

<p style="text-align: right;">Page 94</p> <p>1 Q Okay. I'm going to share my screen</p> <p>2 with you again. Give me one moment.</p> <p>3 A I mean, I wasn't a director, so I</p> <p>4 wasn't really involved in a lot of these</p> <p>5 conversations, you know.</p> <p>6 Q But you did sign it; correct?</p> <p>7 A I did sign it.</p> <p>8 Q Okay. Got another document up. Are</p> <p>9 you able to see it?</p> <p>10 A Not that good.</p> <p>11 Q It says, "Written consent board of</p> <p>12 directors of Takeover Industries;" correct?</p> <p>13 A Yeah. Correct --</p> <p>14 Q Do you recognize this document?</p> <p>15 A Not -- no. But, I mean, again, a lot</p> <p>16 of the documents all do look the same, as I'm</p> <p>17 sure you know.</p> <p>18 Q Let's go to the last page here, which</p> <p>19 is page 3.</p> <p>20 There's a signature line for you;</p> <p>21 correct?</p> <p>22 A Correct.</p> <p>23 Q Is that your signature on the last</p> <p>24 page?</p> <p>25 A It looks like my digital signature.</p>	<p style="text-align: right;">Page 95</p> <p>1 Q Okay. And it says -- you signed it as</p> <p>2 a director of Takeover; correct?</p> <p>3 A It looks that way. I may have been put</p> <p>4 back on as a director at that time.</p> <p>5 Q Okay. And if we go up a little bit.</p> <p>6 At the same meeting, which is also</p> <p>7 November 7, 2022.</p> <p>8 A I mean, I thought it said "observer" in</p> <p>9 the other one, didn't it, or?</p> <p>10 Q Yes. Yes. Paragraph 6 says, "Resolved</p> <p>11 Joseph Pavlik is appointed interim president of</p> <p>12 the company until the board makes a determination</p> <p>13 with respect to Jason -- or with respect" -- I</p> <p>14 think that means to Jason Tucker; correct?</p> <p>15 A That's what it says.</p> <p>16 Q So as of November 7, 2022, you were</p> <p>17 appointed as the interim president of Takeover?</p> <p>18 A I -- I never -- I don't think I ever</p> <p>19 acted as the president.</p> <p>20 Q Okay. So --</p> <p>21 A I mean, it -- I mean, that says yes,</p> <p>22 but I think it eventually got transitioned pretty</p> <p>23 quickly.</p> <p>24 Q Okay. So in terms of the -- how long</p> <p>25 the interim period lasted, your testimony is not</p>
<p style="text-align: right;">Page 96</p> <p>1 very long, if at all; correct?</p> <p>2 A I believe so.</p> <p>3 Q And the board never voted to appoint</p> <p>4 you as a permanent president; correct?</p> <p>5 A I don't believe so.</p> <p>6 Q And why not?</p> <p>7 A I don't think I wanted that role or</p> <p>8 responsibility.</p> <p>9 Q Mr. Deppoleto never provided written</p> <p>10 consent for your appointment as president;</p> <p>11 correct?</p> <p>12 A I'm not sure.</p> <p>13 Q Did you ever ask Mr. Deppoleto for</p> <p>14 written consent to have you appointed as</p> <p>15 president?</p> <p>16 A No. I mean, I did try to -- on other</p> <p>17 occasions, I did try to contact Mr. Deppoleto,</p> <p>18 but then I was reprimanded by Jason Tucker as to</p> <p>19 not contact him. So, therefore, I -- from that</p> <p>20 point forth, I did not attempt to contact him.</p> <p>21 Q Are you aware of any other officer or</p> <p>22 director of Takeover seeking Mr. Deppoleto's</p> <p>23 consent to have you appointed as president?</p> <p>24 A I'm not sure. Not aware.</p> <p>25 Q As you sit here today, you can't name</p>	<p style="text-align: right;">Page 97</p> <p>1 another officer or director of Takeover who</p> <p>2 actually sought Mr. Deppoleto's consent;</p> <p>3 correct?</p> <p>4 A I don't believe so.</p> <p>5 Q Okay.</p> <p>6 A Although I can't say, you know -- I</p> <p>7 mean, I -- any time I tried to -- attempt -- like</p> <p>8 I said, I tried to contact Mr. Deppoleto a number</p> <p>9 of times, and it got reported back to Jason.</p> <p>10 Jason said don't contact anybody. He said don't</p> <p>11 contact the CFO, don't contact Mr. Deppoleto. So</p> <p>12 that was, you know, kind of the general mantra.</p> <p>13 Q I'm going to show you another document</p> <p>14 here. Are you able to see this document?</p> <p>15 A I can see it.</p> <p>16 Q And on the top, it says, "Convertible</p> <p>17 note purchase agreement"; correct?</p> <p>18 A Correct.</p> <p>19 Q And we see it's dated May 25, 2022;</p> <p>20 correct?</p> <p>21 A Correct. Can you make it a little</p> <p>22 bigger?</p> <p>23 Q Sure. Do you recognize this</p> <p>24 document?</p> <p>25 A I don't recognize it, but, again, a lot</p>

<p style="text-align: right;">Page 98</p> <p>1 of these documents look the same. But I do</p> <p>2 remember this date --</p> <p>3 Q Go ahead and read the first paragraph</p> <p>4 to yourself, just to orient yourself.</p> <p>5 A Okay.</p> <p>6 Q So this is a May 25, 2022, convertible</p> <p>7 note purchase agreement between Takeover,</p> <p>8 Mr. Deppoleto, and then Labor SMART is also</p> <p>9 signing on for limited purposes; correct?</p> <p>10 A Correct.</p> <p>11 Q When did you first review this</p> <p>12 document?</p> <p>13 A Probably around that time, I would</p> <p>14 guess.</p> <p>15 Q Did you provide any feedback on this</p> <p>16 document before it was executed?</p> <p>17 A I can't recall. Typically, with these</p> <p>18 documents, Jason Tucker accelerated it and tried</p> <p>19 to do everything on his own.</p> <p>20 Q Okay. We see in paragraph 1, the</p> <p>21 purpose of this document was to memorialize</p> <p>22 Mr. Deppoleto's \$500,000 loan to Takeover;</p> <p>23 correct?</p> <p>24 A Correct. That's what it says.</p> <p>25 Q Okay. Did you discuss this document</p>	<p style="text-align: right;">Page 99</p> <p>1 before it was -- or did you discuss this document</p> <p>2 with anyone before it was executed?</p> <p>3 A Probably the other parties involved,</p> <p>4 which I think were Jason and Toby at the time.</p> <p>5 Q Okay. And what did you discuss?</p> <p>6 A I really can't recall. It's been a</p> <p>7 couple years ago.</p> <p>8 Q And you think it was within a short</p> <p>9 amount of time around this May 25, 2022,</p> <p>10 effective date?</p> <p>11 A Yeah. It was probably around that date</p> <p>12 because that was shortly after when Jason -- or</p> <p>13 Mr. Deppoleto went to visit Jason in Mexico. And</p> <p>14 they had a two-day meeting there. So it probably</p> <p>15 was around that time. Because earlier in May was</p> <p>16 when I met Mr. Deppoleto at the PFL event. So,</p> <p>17 yeah, that probably was the date of the first</p> <p>18 note.</p> <p>19 Q Okay. Who solicited Mr. Deppoleto's</p> <p>20 loan to Takeover?</p> <p>21 A Could you repeat that?</p> <p>22 Q Who solicited Mr. Deppoleto's loan to</p> <p>23 Takeover? Who asked Mr. Deppoleto to loan this</p> <p>24 money to Takeover?</p> <p>25 A Probably Jason Tucker when they were in</p>
<p style="text-align: right;">Page 100</p> <p>1 Mexico.</p> <p>2 Q Why did Takeover solicit</p> <p>3 Mr. Deppoleto's loan?</p> <p>4 A I believe Anthony Pettis, who was</p> <p>5 Mr. Deppoleto's nephew, was invested in the</p> <p>6 company through Toby McBride. Then that</p> <p>7 introduction was made at the PFL event, where</p> <p>8 Toby McBride met Mr. Deppoleto. And then after</p> <p>9 that introduction, Toby wanted him -- he said,</p> <p>10 you know, you should go meet Jason Tucker. And</p> <p>11 that's when he flew to Mexico to meet Jason</p> <p>12 Tucker.</p> <p>13 So those two -- I don't know who</p> <p>14 exactly asked for the loan, but the relationship</p> <p>15 came from Toby and Pettis to Deppoleto, and then</p> <p>16 Jason formed the relationship thereafter.</p> <p>17 My communication was very limited other</p> <p>18 than one conversation at the PFL event.</p> <p>19 Q Did you personally discuss the loan</p> <p>20 with Mr. Deppoleto before this document was</p> <p>21 executed?</p> <p>22 A What was that?</p> <p>23 Q Did you personally have any discussions</p> <p>24 with Mr. Deppoleto about this loan before the</p> <p>25 document was executed?</p>	<p style="text-align: right;">Page 101</p> <p>1 A Yeah, I was not involved in any of</p> <p>2 those discussions.</p> <p>3 Q As of May 2022, Takeover intended to</p> <p>4 repay Mr. Deppoleto in accordance with the terms</p> <p>5 of this note purchase agreement; correct?</p> <p>6 A If that's what the note says, then</p> <p>7 correct. I mean, I can't see it, but if that's</p> <p>8 what the note says, then yes.</p> <p>9 Q Well, your understanding before the</p> <p>10 company took this money, you were intending --</p> <p>11 Takeover was intending to repay it; correct?</p> <p>12 A Correct --</p> <p>13 MR. SEXTON: Object as to form.</p> <p>14 BY MR. HARVEY:</p> <p>15 Q You said correct?</p> <p>16 A I don't know if on this note if it</p> <p>17 was -- he was putting the money in for shares or</p> <p>18 if it was to be repaid. I don't know. Again,</p> <p>19 I'm -- my expertise has always been in product</p> <p>20 development, sales, marketing. All this</p> <p>21 financial stuff, I really never got heavily</p> <p>22 involved in.</p> <p>23 Q Well, Takeover wasn't planning to steal</p> <p>24 the money from Mr. Deppoleto; correct? They were</p> <p>25 going to give him something in return, either</p>

Joseph F. Pavlik

August 20, 2024

<p style="text-align: right;">Page 102</p> <p>1 repayment, shares or something --</p> <p>2 A It -- it was either shares or</p> <p>3 repayment, I'm assuming, of course.</p> <p>4 Q And what was -- in May 2022, what was</p> <p>5 Takeover going to use Mr. Deppoleto's loan for?</p> <p>6 A At that time, probably product</p> <p>7 inventory, marketing. Maybe PFL. I mean, I'm</p> <p>8 not sure what the funds were allocated for.</p> <p>9 Q You keep saying "PFL." What's that</p> <p>10 stand for?</p> <p>11 A The Professional Fighters League.</p> <p>12 That's where Anthony Pettis came through and how</p> <p>13 the -- I guess the first meeting with Mr.</p> <p>14 Deppoleto started at the PFL event.</p> <p>15 Q Okay. Showing another one.</p> <p>16 Are you able to see this document?</p> <p>17 A You can enlarge it a little bit,</p> <p>18 please.</p> <p>19 Q Sure. You able to see it now?</p> <p>20 A Yes.</p> <p>21 Q And this one says, "Secure convertible</p> <p>22 promissory note," at the top; correct?</p> <p>23 A Correct.</p> <p>24 Q And this is dated May 25, 2022;</p> <p>25 correct?</p>	<p style="text-align: right;">Page 103</p> <p>1 A Correct.</p> <p>2 Q And there's a \$500,000 amount listed in</p> <p>3 the top left; correct?</p> <p>4 A Correct.</p> <p>5 Q You recognize this document?</p> <p>6 A As good as I've recognized the others.</p> <p>7 Q Okay. So you've seen it before;</p> <p>8 correct?</p> <p>9 A Well, maybe once. But, again, with all</p> <p>10 of the financial negotiations that was lead by</p> <p>11 Jason and, secondarily Toby, I was not really</p> <p>12 involved.</p> <p>13 Q Okay. Takeover actually received</p> <p>14 Mr. Deppoleto's \$500,000 payment in accordance</p> <p>15 with this promissory note; correct?</p> <p>16 A I believe.</p> <p>17 Q And Takeover promised to repay</p> <p>18 Mr. Deppoleto his \$500,000 loan; correct?</p> <p>19 A According to the document, correct.</p> <p>20 Q Okay. Take that one down.</p> <p>21 Okay. I've got another document up.</p> <p>22 It says, "Joint written consent to the board of</p> <p>23 directors and shareholders of Takeover</p> <p>24 Industries, Inc., May 2022"; correct?</p> <p>25 A Correct.</p>
<p style="text-align: right;">Page 104</p> <p>1 Q You recognize this document?</p> <p>2 A As good as I recognize the others.</p> <p>3 Q Okay. Generally speaking, what is</p> <p>4 this?</p> <p>5 A It's a joint written consent form.</p> <p>6 Q Of the board of directors and</p> <p>7 shareholders as constituted on May 2022, of</p> <p>8 Takeover; correct?</p> <p>9 A Correct.</p> <p>10 Q If we go to the last page, that's your</p> <p>11 electronic signature on the last page?</p> <p>12 A Correct.</p> <p>13 Q And you signed it on behalf -- or you</p> <p>14 signed it in your capacity as a director of</p> <p>15 Takeover; correct?</p> <p>16 A Correct.</p> <p>17 Q And generally speaking, what's the</p> <p>18 purpose of this joint written consent?</p> <p>19 A The purpose, to formalize the</p> <p>20 agreement.</p> <p>21 Q Okay. And in this paragraph that I'm</p> <p>22 highlighting at the bottom of page 1, it also</p> <p>23 authorizes Takeover's president, Jason Tucker, to</p> <p>24 take all necessary actions to effect</p> <p>25 Mr. Deppoleto's note purchase agreement;</p>	<p style="text-align: right;">Page 105</p> <p>1 correct?</p> <p>2 A Correct.</p> <p>3 Q And if we go down little further, we</p> <p>4 see that Jason Tucker, Toby McBride and Michael</p> <p>5 Costello all also signed it; correct?</p> <p>6 A Correct.</p> <p>7 Q And there's no other members of</p> <p>8 Takeover's board of directors who did not sign</p> <p>9 this agreement; correct?</p> <p>10 A I believe that's correct.</p> <p>11 Q Okay. Take that one down. Show you</p> <p>12 another document here.</p> <p>13 Are you able to see this document,</p> <p>14 Mr. Pavlik? It says, "First amendment to</p> <p>15 convertible note purchase agreement"?</p> <p>16 A If you could enlarge it.</p> <p>17 Q Sure. Are you able to see it now?</p> <p>18 A Yes.</p> <p>19 Q And this one is dated May 25, 2022.</p> <p>20 It's referring to May 25, 2022, but then goes</p> <p>21 down and it says, "Made and entered into as of</p> <p>22 July 6, 2022"; correct?</p> <p>23 A That's correct.</p> <p>24 Q And you've seen this document before;</p> <p>25 correct?</p>

August 20, 2024

<p style="text-align: right;">Page 106</p> <p>1 A That, I'm not sure. I believe I only</p> <p>2 saw the first one.</p> <p>3 Q Okay. It's referring back to the May</p> <p>4 25, 2022, convertible note purchase agreement;</p> <p>5 correct?</p> <p>6 A Correct.</p> <p>7 Q And with this document, Mr. Deppoleto</p> <p>8 is loaning Takeover an additional \$500,000;</p> <p>9 correct?</p> <p>10 A Correct.</p> <p>11 Q So as of July 20 -- July 6, 2022,</p> <p>12 Mr. Deppoleto has loaned Takeover a total amount</p> <p>13 of \$1 million; correct?</p> <p>14 A Correct.</p> <p>15 Q Take that one down.</p> <p>16 A Could you go back to the bottom of that</p> <p>17 agreement, please?</p> <p>18 Q Sure.</p> <p>19 A Because I know on those second notes</p> <p>20 that was when Jason was doing that on his own,</p> <p>21 and I really -- and that's when things started</p> <p>22 getting shaky during that time. Because that was</p> <p>23 when we began the discussions about Dollar</p> <p>24 General, and I was not agreeing to have any of</p> <p>25 those funds go to that. So I want to see if I</p>	<p style="text-align: right;">Page 107</p> <p>1 signed this because I don't think I did.</p> <p>2 Yeah. See, that's -- I don't think I</p> <p>3 signed this one.</p> <p>4 Q Okay.</p> <p>5 A Because that was at the time, like I</p> <p>6 mentioned earlier, they were wanting to put this</p> <p>7 money towards Dollar General, and I didn't think</p> <p>8 it was a good idea. And then at that point in</p> <p>9 time, I was excluded from all communication.</p> <p>10 Q Okay. It was signed by Jason Tucker,</p> <p>11 as the president of Takeover Industries;</p> <p>12 correct?</p> <p>13 A Correct.</p> <p>14 Q And it was also signed by Michael</p> <p>15 Costello, the chief executive officer; correct?</p> <p>16 A Correct. So they should be the ones</p> <p>17 liable for that note because then they went and</p> <p>18 misappropriated the funds. I was not involved in</p> <p>19 this, with all due respect.</p> <p>20 Q Okay. And then we've got another one</p> <p>21 to show you here.</p> <p>22 Are you able to see this?</p> <p>23 A Can you make it a little larger,</p> <p>24 please?</p> <p>25 Q Sure. This one is the second secured</p>
<p style="text-align: right;">Page 108</p> <p>1 convertible promissory note; correct?</p> <p>2 A Correct.</p> <p>3 Q Dated July 6, 2022?</p> <p>4 A Correct.</p> <p>5 Q And Takeover received Mr. Deppoleto's</p> <p>6 \$500,000 loan in accordance with this second</p> <p>7 promissory note; correct?</p> <p>8 A It appears so.</p> <p>9 Q And the plain terms of the document say</p> <p>10 that Takeover is promising to repay Mr. Deppoleto</p> <p>11 his \$500,000 loan; correct?</p> <p>12 A Correct.</p> <p>13 Q Okay.</p> <p>14 A Can you please go to the bottom of that</p> <p>15 page again, sir? That document.</p> <p>16 Q Sure.</p> <p>17 A Because I remember this was in that</p> <p>18 June time frame where every -- they split the</p> <p>19 company, and they started just kind of running in</p> <p>20 their own direction.</p> <p>21 So who signed this agreement? Jason</p> <p>22 Tucker. Who else?</p> <p>23 Q Jason Tucker, as president.</p> <p>24 A Yeah. And that was at the time -- see,</p> <p>25 that's -- this is too shady. This guy is shady.</p>	<p style="text-align: right;">Page 109</p> <p>1 This Jason Tucker, man, we got to get him on</p> <p>2 these depositions. Let the truth be told here.</p> <p>3 Because that's when they began coercing</p> <p>4 to then take the company private, and they wanted</p> <p>5 to bankrupt it. I mean, this Jason Tucker is</p> <p>6 really the guy we need to get, I'll tell you.</p> <p>7 Q Yeah, okay.</p> <p>8 So then I'm going to show you another</p> <p>9 document here.</p> <p>10 So this is joint written -- oh, sorry.</p> <p>11 Are you able to see this?</p> <p>12 A Yep. If you can make it a little bit</p> <p>13 bigger, that'd be great.</p> <p>14 Q All right.</p> <p>15 A That's good.</p> <p>16 Q Joint written consent of the board of</p> <p>17 directors and shareholders of Takeover</p> <p>18 Industries, Inc., dated July 1, 2022; correct?</p> <p>19 A Correct.</p> <p>20 Q And so this is just a couple days</p> <p>21 before the July 6 document we were just talking</p> <p>22 about; correct? Documents --</p> <p>23 A Correct.</p> <p>24 Q And on the last page, the board of</p> <p>25 directors, you signed it; correct?</p>

<p style="text-align: right;">Page 110</p> <p>1 A Looks like a digital signature.</p> <p>2 Q Yes.</p> <p>3 A But I don't think --</p> <p>4 Q That's your signature; correct?</p> <p>5 A Correct. But I don't think -- I</p> <p>6 remembered at that time I would -- that was when</p> <p>7 Jason was starting to autopopulate my signature.</p> <p>8 Because I know after that first round -- once the</p> <p>9 discussion with Dollar General came in, I was</p> <p>10 like -- was not agreeing to it.</p> <p>11 Q Okay. So your testimony is that this</p> <p>12 is not your DocuSign signature with the code</p> <p>13 underneath?</p> <p>14 A I mean, it is a DocuSign signature, but</p> <p>15 I can't -- I don't recall signing that.</p> <p>16 Q Okay. Well, is it your testimony that</p> <p>17 you did or did not sign this?</p> <p>18 A Under those terms and at that time, I</p> <p>19 don't believe I signed it. I don't recall</p> <p>20 signing it.</p> <p>21 Q You don't recall signing it. So you</p> <p>22 could have signed it; you just don't remember one</p> <p>23 way or another?</p> <p>24 A But Jason was known to autopopulate</p> <p>25 these documents.</p>	<p style="text-align: right;">Page 111</p> <p>1 Q Through DocuSign?</p> <p>2 A Or I was harassed to sign it. But I</p> <p>3 remember I disagreed in signing it, and he was</p> <p>4 like, well, if you don't sign it, then, you know,</p> <p>5 we're going to put you on -- there was always</p> <p>6 some threat. So it was always a threatening</p> <p>7 situation.</p> <p>8 Q Did he have access to your DocuSign?</p> <p>9 A Unfortunately. But, obviously, you can</p> <p>10 see that I was correct in that those investments</p> <p>11 to Dollar General was not a good investment.</p> <p>12 Q Okay. So is it your --</p> <p>13 A But --</p> <p>14 Q -- testimony that he did forge your</p> <p>15 signature here or is it possible you were just</p> <p>16 coerced --</p> <p>17 A I -- I really can't recall. I just</p> <p>18 know that, based on the context of what was</p> <p>19 happening at that time, I would have most likely</p> <p>20 not signed that. But I may have been forced into</p> <p>21 signing it.</p> <p>22 Q And by "forced," again, not physical</p> <p>23 force; correct?</p> <p>24 A No, verbal harassment, threats.</p> <p>25 Q Okay. And this document also</p>
<p style="text-align: right;">Page 112</p> <p>1 authorizes the company's president in this bottom</p> <p>2 of page 1. It's the exact same as the other</p> <p>3 paragraph. It authorizes Takeover's president,</p> <p>4 Jason Tucker, to take all necessary actions to</p> <p>5 effect Mr. Deppoleto's first amendment to the</p> <p>6 note purchase agreement; correct?</p> <p>7 A Hold on. You just cut out there for a</p> <p>8 minute.</p> <p>9 Q I'll say it again. This consent at the</p> <p>10 bottom of page 1 authorizes Takeover's president,</p> <p>11 Jason Tucker, to take all necessary actions to</p> <p>12 effect Mr. Deppoleto's first amendment to the</p> <p>13 note purchase agreement; correct?</p> <p>14 A Yeah, it does, and that was a bad</p> <p>15 move.</p> <p>16 Q Okay. And then if we go to the bottom,</p> <p>17 not only do we have electronic signature from</p> <p>18 you, we have an electronic signature from</p> <p>19 Mr. McBride, Mr. Tucker and Mr. Costello;</p> <p>20 correct?</p> <p>21 A Correct.</p> <p>22 Q And you're not aware of any board of</p> <p>23 directors for Takeover who did not sign this</p> <p>24 document; correct?</p> <p>25 Did you hear my question or are you</p>	<p style="text-align: right;">Page 113</p> <p>1 thinking?</p> <p>2 A No. You were cutting out there.</p> <p>3 Q As of the date this document's signed,</p> <p>4 July 1, you're not aware of any board of</p> <p>5 directors of Takeover who did not sign this</p> <p>6 document; correct?</p> <p>7 A You're cutting out again.</p> <p>8 Q As of July 1, when this written consent</p> <p>9 to the board of directors?</p> <p>10 A Yep.</p> <p>11 Q Everyone who signed it is all the board</p> <p>12 of directors from Takeover that you're aware of</p> <p>13 as of that date; correct?</p> <p>14 I'm sorry, are you thinking or did you</p> <p>15 not hear my question again?</p> <p>16 A No, I'm not -- I'm not getting audio</p> <p>17 right now. Now I just heard you right now.</p> <p>18 Q How about now? Can you hear me?</p> <p>19 A Now I can hear you.</p> <p>20 Q Okay. So this document is dated July</p> <p>21 1, 2022, and it's --</p> <p>22 A Okay.</p> <p>23 Q -- called, "Joint written consent to</p> <p>24 the board of directors"; correct?</p> <p>25 A Correct.</p>

<p style="text-align: right;">Page 114</p> <p>1 Q And as of that date, as far as you</p> <p>2 knew, the board of directors of Takeover</p> <p>3 consisted of Mr. McBride, Mr. Tucker and</p> <p>4 yourself; correct?</p> <p>5 A Correct. And I believe that it was</p> <p>6 announced that Mr. Deppoleto was a director as</p> <p>7 well, that Jason announced it on Twitter. So I</p> <p>8 don't know why he wouldn't be on there.</p> <p>9 Q Okay. Other than perhaps</p> <p>10 Mr. Deppoleto, you're not aware of any other</p> <p>11 Takeover board of director who didn't sign this</p> <p>12 document; correct?</p> <p>13 A Not that I can recall right now.</p> <p>14 Q Okay. Show you another document.</p> <p>15 This document is called, "Second</p> <p>16 amendment to convertible note purchase</p> <p>17 agreement"; correct?</p> <p>18 A Correct.</p> <p>19 Q And this one is made and entered into</p> <p>20 as of August 19, 2022; correct?</p> <p>21 A Correct.</p> <p>22 Q And it amends the convertible note</p> <p>23 purchase agreement dated May 25, 2022; correct?</p> <p>24 A Correct.</p> <p>25 Q And with this second amendment,</p>	<p style="text-align: right;">Page 115</p> <p>1 Mr. Deppoleto is loaning Takeover an additional</p> <p>2 \$500,000; correct?</p> <p>3 A Correct.</p> <p>4 Q As of August 19, 2022, Mr. Deppoleto</p> <p>5 has loaned Takeover a total amount of \$1.5</p> <p>6 million; correct?</p> <p>7 A Correct.</p> <p>8 Could you go to the bottom of that</p> <p>9 document, please?</p> <p>10 Q You know, I can do that, but I think</p> <p>11 it's not going to have your signature, but we're</p> <p>12 going to find the written consent where you did</p> <p>13 sign it. So to save you some time...</p> <p>14 A Okay. Well, I just -- I just know at</p> <p>15 that time that was the 1.5 that got blown on</p> <p>16 Dollar General that I advised not to do, but</p> <p>17 Costello and Jason wanted to do it, and they all</p> <p>18 went and did it, so...</p> <p>19 Q So now I'm going to show you another</p> <p>20 document.</p> <p>21 This is a document dated August 19,</p> <p>22 2022, and it says, "Third secured convertible</p> <p>23 promissory note"; correct?</p> <p>24 A Correct.</p> <p>25 Q And, again, we've got the \$500 --</p>
<p style="text-align: right;">Page 116</p> <p>1 \$500,000 amount; correct?</p> <p>2 A Correct.</p> <p>3 Q And Takeover actually received</p> <p>4 Mr. Deppoleto's additional \$500,000 loan in</p> <p>5 accordance with this third promissory note;</p> <p>6 correct?</p> <p>7 A Correct.</p> <p>8 Q And Takeover promised to repay</p> <p>9 Mr. Deppoleto his \$500,000 loan; correct?</p> <p>10 A Correct.</p> <p>11 Can you go to the bottom of that</p> <p>12 agreement, please?</p> <p>13 Q Sure.</p> <p>14 A Yeah. See, all these were done by</p> <p>15 Jason, and that's where he -- the guy's known for</p> <p>16 manipulating and falsifying these documents. And</p> <p>17 was like -- this was all done -- this is so</p> <p>18 inappropriate. I'm -- you know, this has taken</p> <p>19 three years of my life, and now it's taken three</p> <p>20 hours of our time here today, which I appreciate,</p> <p>21 but this Jason Tucker, as you can see, if you</p> <p>22 read between the lines -- I know you're doing</p> <p>23 your job -- but this is just -- this is insanity.</p> <p>24 I can't even believe this. That this</p> <p>25 guy is doing this and getting away with that, you</p>	<p style="text-align: right;">Page 117</p> <p>1 know. I mean, but, you know -- the truth and the</p> <p>2 facts are there. That's what he does, and</p> <p>3 obviously, he set this up for that, so -- it's a</p> <p>4 shame.</p> <p>5 Q All right. So the next document I'm</p> <p>6 showing you is a joint written consent of the</p> <p>7 board of directors and shareholders of Takeover</p> <p>8 Industries, Inc.; correct?</p> <p>9 A Correct.</p> <p>10 Q Dated August 18, 2022; correct?</p> <p>11 A Correct.</p> <p>12 Q And if we go down to the last page,</p> <p>13 again, we've got your DocuSign --</p> <p>14 A Now that one looks a little bit</p> <p>15 different, if you notice.</p> <p>16 You know, Jason didn't like me. He</p> <p>17 just -- he excluded me from a lot of stuff and</p> <p>18 would just go and do things. So, I mean, all</p> <p>19 these documents, truthfully, like, they could</p> <p>20 have all been falsified and manipulated by Jason.</p> <p>21 I don't trust that guy.</p> <p>22 Q Is it your testimony that that's not</p> <p>23 your DocuSign signature?</p> <p>24 A I can't say it is. I don't know --</p> <p>25 Q Okay.</p>

<p style="text-align: right;">Page 118</p> <p>1 A -- I mean, it looks like --</p> <p>2 Q So it's possible that you signed it?</p> <p>3 A What's that?</p> <p>4 Q It's possible that you signed it;</p> <p>5 correct?</p> <p>6 A I mean, it's possible, but, you know, a</p> <p>7 lot of these things were done -- he would just be</p> <p>8 like, hey, there's a DocuSign in your box, this</p> <p>9 has to be signed; hey, if you can't do it, I'll</p> <p>10 get it done for you, so just -- you know, let me</p> <p>11 go and get this handled. And that's like the</p> <p>12 way -- things were always a rush.</p> <p>13 It was always a fire drill. It was</p> <p>14 always like two minutes to the hour. He'll get</p> <p>15 it handled, don't worry, I'm protecting us all.</p> <p>16 And as we can see, he didn't protect anybody</p> <p>17 other than himself.</p> <p>18 Q So you either signed it yourself or he</p> <p>19 signed it for you with your consent because he</p> <p>20 was rushing you; is that what you're telling</p> <p>21 me?</p> <p>22 A Most of the time, yeah, I would not</p> <p>23 have signed it myself. Like, because it was</p> <p>24 always last minute; it was always a fire drill.</p> <p>25 Q Okay. And, again, at the bottom of</p>	<p style="text-align: right;">Page 119</p> <p>1 page 1 of this document, this consent authorizes</p> <p>2 Takeover's president, Jason Tucker, to take all</p> <p>3 necessary actions to effect Mr. Deppoleto's</p> <p>4 second amendment to the note purchase agreement;</p> <p>5 correct?</p> <p>6 A Correct.</p> <p>7 Q And, again, we've got DocuSigns from</p> <p>8 Mr. McBride, Mr. Tucker, Mr. Pavlik and</p> <p>9 Mr. Costello; correct?</p> <p>10 A Correct.</p> <p>11 Q And as of your knowledge, as of August</p> <p>12 18, 2022, this list of people that we're looking</p> <p>13 at, that was all of the directors for Takeover;</p> <p>14 correct?</p> <p>15 A I -- other than Mr. Deppoleto. I mean,</p> <p>16 he was -- I always thought he was a director. He</p> <p>17 was announced as a director.</p> <p>18 Q Okay. Setting aside perhaps</p> <p>19 Mr. Deppoleto, you're not aware of anyone else</p> <p>20 who's not listed on that page who is a board of</p> <p>21 director of Takeover; true?</p> <p>22 A Yeah. To the best of my knowledge, no.</p> <p>23 And, also, for the record, with Jason,</p> <p>24 he -- I -- that was why we had a fallout and I</p> <p>25 resigned originally, because he was always</p>
<p style="text-align: right;">Page 120</p> <p>1 wanting to force me to sign these things and</p> <p>2 he -- and I -- because I wouldn't want to give</p> <p>3 him my consent to sign, he then would start, you</p> <p>4 know, various threats.</p> <p>5 So it was -- many of these -- like I</p> <p>6 said, I was frozen out as of June and July. So</p> <p>7 when all this was going on with Costello and</p> <p>8 Jason and Toby, I wasn't even in the</p> <p>9 conversation. Like, I wasn't even involved.</p> <p>10 I had no -- ever since I voiced my</p> <p>11 opinion on the Dollar General thing, Jason froze</p> <p>12 me out. He -- his wife was handling marketing.</p> <p>13 I really had no involvement, so, you know --</p> <p>14 Q How much of Mr. Deppoleto's money was</p> <p>15 used for salaries?</p> <p>16 A That, I'm not sure. But I know for</p> <p>17 myself, it probably wasn't much. I think the</p> <p>18 largest salaries were from Costello, Tzanetatos,</p> <p>19 Jason, his wife, Kerby, Bel Bruno. They were</p> <p>20 probably getting the majority of it. So if you</p> <p>21 were to find --</p> <p>22 Q How much did Mr. Tucker get paid?</p> <p>23 A I believe, after reviewing the</p> <p>24 information, he -- him and his wife would take</p> <p>25 \$20,000 withdrawals after each deposit</p>	<p style="text-align: right;">Page 121</p> <p>1 Mr. Deppoleto made.</p> <p>2 Q So by this point in time, there's been</p> <p>3 three deposits for \$1.5 million. You're saying</p> <p>4 Mr. Tucker had taken three draws of \$20,000, so</p> <p>5 \$60,000 --</p> <p>6 A I don't -- you'd have to ask Mr. Tucker</p> <p>7 what he took, but I just remember after reviewing</p> <p>8 the transactions once, I recall that every time</p> <p>9 there was a deposit made by Mr. Deppoleto, there</p> <p>10 was two \$20,000 withdrawals. And you'd have to</p> <p>11 check with him on that, but that's not for me to</p> <p>12 answer.</p> <p>13 Q Okay. In any event, your understanding</p> <p>14 was that his wife -- Mr. Tucker's wife also took</p> <p>15 a \$20,000 draw -- withdrawal?</p> <p>16 A I believe between him, his wife, Mike</p> <p>17 Costello, Mike Tzanetatos, Kerby, Joe Bel Bruno,</p> <p>18 that's where the salaries went. I was paid 3,750</p> <p>19 for like June, July and maybe August. Then pay</p> <p>20 was suspended in September, when Toby got</p> <p>21 suspended. So I maybe got three payments of</p> <p>22 3,750 out of the 1.5 or 2 million, where the</p> <p>23 remainder went to Dollar General and the</p> <p>24 remainder went to all these people. So the fact</p> <p>25 that I'm being sucked into this is not fair.</p>

<p style="text-align: right;">Page 122</p> <p>1 Q How much did Kerby Fortner get paid?</p> <p>2 A He probably got paid more than -- he</p> <p>3 probably got paid, you know, maybe three, four,</p> <p>4 five grand a month. I'm not sure. Again, I</p> <p>5 wasn't doing payroll. I just saw at the end</p> <p>6 where all the allocations of funds went. And</p> <p>7 they were appropriated to Dollar General and to</p> <p>8 all these peoples' salaries.</p> <p>9 Q What about Mr. Tzanetatos, how much was</p> <p>10 he paid?</p> <p>11 A He was -- to my understanding, he was</p> <p>12 probably getting 10 or 12 grand a month. Same</p> <p>13 with Costello. So that's where a lot -- all that</p> <p>14 salaries went. Certainly not to me.</p> <p>15 Q Well, I thought you said you were paid</p> <p>16 3,750 a month?</p> <p>17 A That's a nominal token fee that doesn't</p> <p>18 cover much, and that was for three months.</p> <p>19 Q You did receive it, though; correct?</p> <p>20 A I did receive it.</p> <p>21 Q Okay.</p> <p>22 A But we're talking less than 10 grand</p> <p>23 when these guys are taking, you know, a lot more</p> <p>24 than that.</p> <p>25 Q And you're not claiming that</p>	<p style="text-align: right;">Page 123</p> <p>1 Mr. Deppoleto, out of all the money that he's</p> <p>2 looking for in this lawsuit, you're not claiming</p> <p>3 that he didn't pay Takeover any of that money;</p> <p>4 correct?</p> <p>5 A No, I'm not claiming he didn't --</p> <p>6 rephrase that because I -- that might --</p> <p>7 Q Sure. You understood Mr. Deppoleto's</p> <p>8 claim in this lawsuit is that he's entitled to a</p> <p>9 little over \$2 million that he loaned to</p> <p>10 Takeover; correct?</p> <p>11 A Yes, I understand that.</p> <p>12 Q And you're not claiming that he didn't</p> <p>13 pay all of that to Takeover, are you? In other</p> <p>14 words, you're admitting that he paid all of that</p> <p>15 to Takeover --</p> <p>16 A Well --</p> <p>17 Q -- you just dispute what Takeover did</p> <p>18 with it after --</p> <p>19 A Sure. Yeah. I wouldn't -- I don't --</p> <p>20 I wouldn't use the term "admit." I mean,</p> <p>21 obviously, based on the notes, he did invest that</p> <p>22 money into Takeover. And, you know, what I had</p> <p>23 advised was not to invest that money into the</p> <p>24 Dollar General deal --</p> <p>25 Q Sure.</p>
<p style="text-align: right;">Page 124</p> <p>1 A -- I also said that until the company</p> <p>2 was profitable, you know, these guys shouldn't be</p> <p>3 taking 10 and \$12,000 salaries --</p> <p>4 Q Sure, sure, sure. We're on the same</p> <p>5 page.</p> <p>6 A -- but unfortunately, that's kind of</p> <p>7 where the whole thing went, where all that money</p> <p>8 got sucked up, you know --</p> <p>9 Q Sure. I get it. And we're on the same</p> <p>10 page.</p> <p>11 I just --</p> <p>12 A Okay.</p> <p>13 Q -- your complaint is what Takeover did</p> <p>14 with the money once it received it from</p> <p>15 Mr. Deppoleto; correct?</p> <p>16 A That would be correct because it was --</p> <p>17 you know, they were in charge --</p> <p>18 Q Yeah. And I get that you got all kinds</p> <p>19 of complaint. I'm not here to argue --</p> <p>20 A Sure.</p> <p>21 Q -- my only point is, you're not</p> <p>22 claim -- you -- you had -- you're conceding that</p> <p>23 Mr. Deppoleto paid all of the money that he's</p> <p>24 claiming he paid. You just don't like what</p> <p>25 Takeover did with that money once it got it;</p>	<p style="text-align: right;">Page 125</p> <p>1 true?</p> <p>2 A According to what you presented, it</p> <p>3 appears that those funds went into the company.</p> <p>4 I can't say for certain because I wasn't on the</p> <p>5 bank accounts, and I didn't have access to that</p> <p>6 information. But what I can say is that of that</p> <p>7 money that was invested, it was misappropriated</p> <p>8 into deals and salaries that had nothing to do</p> <p>9 with me nor -- you know, the Dollar General.</p> <p>10 It was -- it was just a bad investment,</p> <p>11 you know, and allowing Jason to control it was</p> <p>12 another bad move. So, again, just talking man to</p> <p>13 man, I just don't see how -- like, it's pretty</p> <p>14 obvious what happened here, you know.</p> <p>15 Q You're aware that -- just so we close</p> <p>16 the loop on the amounts, we've already gone over</p> <p>17 the 1.5 million that he loaned up through this</p> <p>18 August 2022 time frame; correct?</p> <p>19 A Yeah, correct --</p> <p>20 Q That's what we've been talking about</p> <p>21 the last 15, 20 minutes.</p> <p>22 You're aware that Mr. Deppoleto loaned</p> <p>23 Takeover an additional \$386,700 and -- well,</p> <p>24 we'll just say \$386,000 in October of 2022;</p> <p>25 correct?</p>

<p style="text-align: right;">Page 126</p> <p>1 A In October 2022? Then that had to be</p> <p>2 right around the time when they had the private</p> <p>3 meeting with Living Essentials, the makers of</p> <p>4 5-Hour Energy, and they were trying to cut that</p> <p>5 side deal without my knowledge with my formula</p> <p>6 that was stolen from me --</p> <p>7 Q And my question's a lot simpler. I'm</p> <p>8 just asking you --</p> <p>9 A No, no, I understand. But with that</p> <p>10 385 -- I'm trying to answer the question. With</p> <p>11 that 385, I believe that was used for the display</p> <p>12 stands for the Dollar General deal, if I'm not</p> <p>13 mistaken. So, again, more money thrown into</p> <p>14 Dollar --</p> <p>15 Q And, Mr. Pavlik, I'm trying to get you</p> <p>16 out of here as quickly as possible, and we'll do</p> <p>17 that --</p> <p>18 A Well, I -- listen, I'm -- let me tell</p> <p>19 you right now. I'm here to have justice served,</p> <p>20 and I'm in no rush. I mean, I've got -- I've</p> <p>21 allocated all night so we can cover all of this</p> <p>22 because I'm sure there's probably information</p> <p>23 that you need. So I'm here to provide that for</p> <p>24 you, but we can --</p> <p>25 Q Right.</p>	<p style="text-align: right;">Page 127</p> <p>1 A -- we can accelerate the process.</p> <p>2 Q And for purposes of the rest of my</p> <p>3 questions, whether you agree or disagree with</p> <p>4 what Takeover did with the money, unless I'm</p> <p>5 specifically asking you that, I only want to know</p> <p>6 if you're disputing that Takeover got the money.</p> <p>7 So that I have a clean record, we agree</p> <p>8 that Mr. Deppoleto loaned Takeover an additional</p> <p>9 \$386,000 and change in October of 2022;</p> <p>10 correct?</p> <p>11 A I -- if I'm not mistaken, that last</p> <p>12 amount, I believe, went directly to the display</p> <p>13 company for the Dollar General displays. So I</p> <p>14 don't think he loaned it to the company. I think</p> <p>15 he paid it to whatever the display company was</p> <p>16 that did the Dollar General displays.</p> <p>17 Q For Takeover; correct?</p> <p>18 A For Takeover against what was advised.</p> <p>19 Q And then Mr. Deppoleto loaned Takeover</p> <p>20 an additional \$128,924 in November of 2022;</p> <p>21 correct?</p> <p>22 A That, I'm not aware of. And what that</p> <p>23 was used for, I -- again, I was not involved with</p> <p>24 the financial transactions. And if I'm not</p> <p>25 mistaken, that may have been an additional</p>
<p style="text-align: right;">Page 128</p> <p>1 payment for the displays --</p> <p>2 Q Who from Takeover would have negotiated</p> <p>3 those supplement loans with Mr. Deppoleto?</p> <p>4 A Pardon?</p> <p>5 Q Who from Takeover would have negotiated</p> <p>6 the supplement loans with Mr. Deppoleto?</p> <p>7 A Probably Jason Tucker.</p> <p>8 Q And what were the terms of those</p> <p>9 loans?</p> <p>10 A That, I don't know. I don't even know</p> <p>11 if there was an agreement made, truthfully. I</p> <p>12 don't know.</p> <p>13 Q Show you another document here.</p> <p>14 All right. So this is a letter on</p> <p>15 Husch Blackwell letterhead dated November 8,</p> <p>16 2022. Do you recognize this document?</p> <p>17 A Let's see.</p> <p>18 Q You are a recipient via e-mail --</p> <p>19 A Okay. I do -- I recall the document.</p> <p>20 Q It's titled, "Notice of default, demand</p> <p>21 for payment, and cease and desist"; correct?</p> <p>22 A Correct.</p> <p>23 Q What was your reaction on receiving</p> <p>24 this notice?</p> <p>25 A Can't recall specifically.</p>	<p style="text-align: right;">Page 129</p> <p>1 Q Did you discuss it with anyone after</p> <p>2 you received it?</p> <p>3 A Can you scroll down, please.</p> <p>4 Q Sure.</p> <p>5 A Yeah. I think at that time -- now that</p> <p>6 I'm looking at this, I believe I discussed it</p> <p>7 with the lawyers.</p> <p>8 Q Okay. And I don't want to know about</p> <p>9 the substance of your discussion with the</p> <p>10 lawyers, but other than -- well, when you say</p> <p>11 "the lawyers," which lawyers?</p> <p>12 A The company --</p> <p>13 Q I don't want to know what you talked</p> <p>14 about with them. I just want to know who.</p> <p>15 A The company's counsel.</p> <p>16 Q Which was?</p> <p>17 A Jennifer Reiter.</p> <p>18 (Reporter clarification.)</p> <p>19 MR. HARVEY: R-e-i-t-e-r.</p> <p>20 BY MR. HARVEY:</p> <p>21 Q And it was your understanding that she</p> <p>22 was Takeover's counsel as of November 8, 2022?</p> <p>23 Is that --</p> <p>24 A Right.</p> <p>25 Q -- why you were calling her the</p>

<p style="text-align: right;">Page 130</p> <p>1 company's counsel?</p> <p>2 A Correct. I believe so.</p> <p>3 Q Did you discuss it with anyone other</p> <p>4 than Ms. Reiter?</p> <p>5 A Not that I can recall.</p> <p>6 Q Not Mr. Holley, not Mr. McBride, no</p> <p>7 one?</p> <p>8 A I believe we probably all were on a</p> <p>9 call to discuss it.</p> <p>10 Q Any time you were on a call outside of</p> <p>11 the presence of counsel?</p> <p>12 A Not that I can recall.</p> <p>13 Q Okay. And just generally speaking, you</p> <p>14 understood that in this letter Mr. Deppoleto was</p> <p>15 providing notice to Takeover that it defaulted on</p> <p>16 Mr. Deppoleto's loans; correct?</p> <p>17 A Correct.</p> <p>18 Q Did you agree that Takeover defaulted</p> <p>19 on its obligations to Mr. Deppoleto?</p> <p>20 A I don't believe so.</p> <p>21 Q You don't believe Takeover defaulted on</p> <p>22 its obligations to Mr. Deppoleto; is that what</p> <p>23 you're telling me?</p> <p>24 A I'm not quite sure.</p> <p>25 Q Had Mr. -- or had Takeover repaid</p>	<p style="text-align: right;">Page 131</p> <p>1 Mr. Deppoleto any money by this point?</p> <p>2 A I wasn't -- I have no clue what was</p> <p>3 paid or what wasn't paid or what was sent out --</p> <p>4 Q I don't think it's in dispute that he</p> <p>5 wasn't paid anything by this point, so just</p> <p>6 assume that that's true.</p> <p>7 You would agree with me that that means</p> <p>8 Takeover was in default in its obligations as of</p> <p>9 this point; correct?</p> <p>10 A Like I said, I don't know. I mean, if</p> <p>11 that was the case, but like I said, I was never</p> <p>12 on any bank account. Never made any payments.</p> <p>13 Never saw transactions. So I really don't know</p> <p>14 what was paid out or what was done.</p> <p>15 Q As far as you're aware, after receiving</p> <p>16 this notice, did Takeover begin a process to</p> <p>17 repay Mr. Deppoleto's loans?</p> <p>18 A I'm not sure.</p> <p>19 Q Are you aware of after receiving this</p> <p>20 notice whether Takeover began a process to cure</p> <p>21 the default?</p> <p>22 A I'm not sure.</p> <p>23 Q To your knowledge, to date, has</p> <p>24 Takeover paid any amount of the funds that</p> <p>25 Mr. Deppoleto loaned to Takeover?</p>
<p style="text-align: right;">Page 132</p> <p>1 A That, I'm not sure.</p> <p>2 Q Should Takeover repay Mr. Deppoleto?</p> <p>3 A I believe he has been issued shares.</p> <p>4 And I believe that we have been trying to settle.</p> <p>5 I believe that Mr. Deppoleto is, as an investor,</p> <p>6 deserving of something, but the full amount of in</p> <p>7 discussion, the way that it went down, I think</p> <p>8 it's -- that's not appropriate.</p> <p>9 Q And that's because you disagree with</p> <p>10 the way that Takeover spent the money once it</p> <p>11 received it from Mr. Deppoleto, as you've</p> <p>12 explained several times; correct?</p> <p>13 A Yes.</p> <p>14 Q And it's not because you're claiming</p> <p>15 that Mr. Deppoleto didn't provide over \$2</p> <p>16 million; true?</p> <p>17 A No, I'm not saying that.</p> <p>18 Q Take this one down.</p> <p>19 Okay. I've got another document up</p> <p>20 here. This one, again, is on Husch Blackwell</p> <p>21 letterhead. It's dated November 22, 2022. Do</p> <p>22 you see that?</p> <p>23 A Yes.</p> <p>24 Q And, again, you're copied via e-mail</p> <p>25 only; correct?</p>	<p style="text-align: right;">Page 133</p> <p>1 A Correct.</p> <p>2 Q You've seen this before?</p> <p>3 A I --</p> <p>4 Q Second notice of default and demand for</p> <p>5 payment. I can scroll down through it, if you'd</p> <p>6 like.</p> <p>7 A Correct.</p> <p>8 Q Now, as of this date, your e-mail</p> <p>9 address was joe@takeoverind.com; correct?</p> <p>10 A Correct.</p> <p>11 Q And that's a Takeover Industries e-mail</p> <p>12 address?</p> <p>13 A Correct.</p> <p>14 Q So the company was still operating as</p> <p>15 of that date; true?</p> <p>16 A I'm not sure. I don't believe -- I</p> <p>17 just -- I mean, the e-mail was still active, but</p> <p>18 I'm not sure the company was operating.</p> <p>19 Q Okay. After you received this</p> <p>20 document, did you discuss it with anyone?</p> <p>21 A Discussed it with the attorney.</p> <p>22 Q Ms. Reiter again?</p> <p>23 A Correct.</p> <p>24 Q Did you discuss it with anyone outside</p> <p>25 of the presence of Ms. Reiter?</p>

Joseph F. Pavlik

August 20, 2024

<p style="text-align: right;">Page 134</p> <p>1 A I don't believe so.</p> <p>2 Q After receiving this notice, did</p> <p>3 Takeover begin a process to repay Mr. Deppoleto's</p> <p>4 loans?</p> <p>5 A I'm not sure.</p> <p>6 Q Why not?</p> <p>7 A Because I was not really involved in</p> <p>8 the financial transactions. I don't know what</p> <p>9 was paid or wasn't.</p> <p>10 Q Has Takeover ever considered a spinout</p> <p>11 or a spinoff?</p> <p>12 A I believe that was in the discussion.</p> <p>13 Q When was that?</p> <p>14 A That, I don't know.</p> <p>15 Q Even ballpark's fine if you don't</p> <p>16 remember the exact date.</p> <p>17 A I mean, the term was thrown out, you</p> <p>18 know, here and there. I really -- be hard to</p> <p>19 pinpoint a date.</p> <p>20 Q 2021? 2022? 2023?</p> <p>21 A I mean, probably was maybe mentioned</p> <p>22 many times, but I really can't recall when.</p> <p>23 Q At any point after the lawsuit was</p> <p>24 commenced?</p> <p>25 A I don't believe so.</p>	<p style="text-align: right;">Page 135</p> <p>1 Q Did Takeover --</p> <p>2 A I probably -- I mean, the only time it</p> <p>3 was first brought up was when we did the deal.</p> <p>4 Like, in early 2021, we talked about doing the</p> <p>5 spinoff, but then, like I think after that it</p> <p>6 wasn't really -- it may have just been brought</p> <p>7 up, like, oh, are you going to do the spinoff,</p> <p>8 but I think the main, initial focus was like</p> <p>9 probably early 2021.</p> <p>10 Q It -- say a little more about that.</p> <p>11 What were you -- why in early 2021? What spinoff</p> <p>12 were you talking about then?</p> <p>13 A Well, that was just when we first did</p> <p>14 the deal --</p> <p>15 Q Deal with whom or what?</p> <p>16 A When Labor SMART acquired Takeover, at</p> <p>17 that point in time there was, you know, some</p> <p>18 shareholders, people on Twitter were talking</p> <p>19 about is there going to be a spinoff, but that</p> <p>20 was like the only time it was really like brought</p> <p>21 up and mentioned.</p> <p>22 Q And the concept was even though Labor</p> <p>23 SMART had just purchased Takeover, you were</p> <p>24 talking about doing a spinoff shortly</p> <p>25 thereafter --</p>
<p style="text-align: right;">Page 136</p> <p>1 A I wasn't talking about anything. I was</p> <p>2 just -- you were asking me when I heard that term</p> <p>3 being mentioned, and so I want to say it was</p> <p>4 early 2021.</p> <p>5 Q Was there ever consideration about</p> <p>6 taking Takeover public?</p> <p>7 A Well, Takeover was -- in a public</p> <p>8 company, so it was public --</p> <p>9 Q From when to when? I'm asking for your</p> <p>10 understanding. From when to when was Takeover</p> <p>11 public?</p> <p>12 A Well, that's -- I mean, it was -- I</p> <p>13 mean, that's -- I mean, if you're saying that</p> <p>14 would have been what the spinoff would have been,</p> <p>15 so that would have been in early 2021, like</p> <p>16 March, April 2021.</p> <p>17 Q And so are you saying it was taken</p> <p>18 public then or it was not?</p> <p>19 A Well, it wasn't spun off. It was just</p> <p>20 as it was.</p> <p>21 Q Why hasn't Takeover ever gone public?</p> <p>22 A I don't know.</p> <p>23 Q Did you seek Mr. Deppoleto's consent to</p> <p>24 spinoff Takeover?</p> <p>25 A I did not.</p>	<p style="text-align: right;">Page 137</p> <p>1 Q Are you aware of anyone else at</p> <p>2 Takeover seeking Mr. Deppoleto's consent to</p> <p>3 spinout Takeover?</p> <p>4 A No, I'm not.</p> <p>5 I think that whole thing got squashed</p> <p>6 when all the lawsuits were involved, and it was</p> <p>7 just a -- kind of a debacle.</p> <p>8 Q We talked about it a little bit</p> <p>9 earlier, but you're aware of a lawsuit that</p> <p>10 Takeover filed against Michael Holley in the</p> <p>11 District of Arizona?</p> <p>12 A Correct.</p> <p>13 Q And I'm not going to ask you to look</p> <p>14 through the whole thing, but I'll just pull it up</p> <p>15 so you got some context.</p> <p>16 This is the verified complaint from the</p> <p>17 District of Arizona case with Takeover Industries</p> <p>18 listed as the plaintiff, and then Michael Holley</p> <p>19 and Chirine Holley -- I don't know if I'm</p> <p>20 pronouncing that right -- C-h-i-r-i-n-e, Holley</p> <p>21 and then a couple of other people; correct?</p> <p>22 A Correct.</p> <p>23 Q And if we move it down, we can see that</p> <p>24 it was filed on March 8, 2022; correct?</p> <p>25 A Correct.</p>

August 20, 2024

<p style="text-align: right;">Page 138</p> <p>1 Q Now, you were still a member of</p> <p>2 Takeover when this lawsuit was filed; correct?</p> <p>3 A I believe -- March 8, 2022, I was just</p> <p>4 maybe coming back in.</p> <p>5 Q Okay. Did you review the complaint</p> <p>6 before it was filed?</p> <p>7 A I can't recall.</p> <p>8 Q Did you provide any information for use</p> <p>9 in the complaint?</p> <p>10 A Can't recall.</p> <p>11 Q Who approved the filing of the</p> <p>12 complaint?</p> <p>13 A Most -- I can't recall. Could have</p> <p>14 been Jason. I'm not sure.</p> <p>15 Q To your knowledge, is that lawsuit</p> <p>16 still ongoing?</p> <p>17 A I believe it was dismissed.</p> <p>18 Q Did you ever tell Mr. Deppoleto about</p> <p>19 the Arizona litigation?</p> <p>20 A I never spoke to Mr. Deppoleto about</p> <p>21 that.</p> <p>22 Q Are you aware of anyone else from</p> <p>23 Takeover notifying Mr. Deppoleto about the</p> <p>24 Arizona litigation?</p> <p>25 A I'm not sure.</p>	<p style="text-align: right;">Page 139</p> <p>1 Q Are you aware of anyone disclosing the</p> <p>2 Arizona litigation to Mr. Deppoleto before May</p> <p>3 25, 2022?</p> <p>4 A Not sure. I think maybe Jason did. If</p> <p>5 anybody did, he probably did.</p> <p>6 Q Are you aware of whether Takeover filed</p> <p>7 the stipulation to dismiss all claims against</p> <p>8 Michael and Chirine Holley in February 2023?</p> <p>9 A I believe so.</p> <p>10 Q Who at Takeover made the decision to</p> <p>11 dismiss all the claims against the Holleys?</p> <p>12 A I'm not sure.</p> <p>13 Q Why did Takeover decide to dismiss all</p> <p>14 the claims against the Holleys?</p> <p>15 A I believe because it was found to be</p> <p>16 false. I'm not sure.</p> <p>17 Q Did Mr. Deppoleto ever give his consent</p> <p>18 to dismiss or to have Takeover dismiss all of the</p> <p>19 claims against the Holleys?</p> <p>20 A I'm not sure.</p> <p>21 Q Let me show you another document here.</p> <p>22 This document is dated March 25, 2022,</p> <p>23 and it says, "Related party receivable</p> <p>24 confirmation." Do you see that?</p> <p>25 A Yes.</p>
<p style="text-align: right;">Page 140</p> <p>1 Q And you see Toby McBride signed it;</p> <p>2 correct?</p> <p>3 A Correct.</p> <p>4 Q And go ahead and read it to yourself,</p> <p>5 and let me know when you're done reading.</p> <p>6 (Witness reviewing document.)</p> <p>7 A Okay. Done reading.</p> <p>8 Q Okay. So you'd agree with me that as</p> <p>9 of March 25, 2022, Toby McBride owed Takeover</p> <p>10 \$243,253.84; correct?</p> <p>11 A I mean, according to this document.</p> <p>12 Q Okay. And you never told Mr. Deppoleto</p> <p>13 about the money that Mr. McBride owed Takeover;</p> <p>14 correct?</p> <p>15 A I was instructed not to -- I mean, I</p> <p>16 never -- I communicated with Mr. Deppoleto when I</p> <p>17 met him, and that was it. So, I mean, I never</p> <p>18 really engaged in much conversation.</p> <p>19 Q Okay. So you never told Mr. Deppoleto</p> <p>20 about the money that Mr. McBride owed Takeover;</p> <p>21 correct?</p> <p>22 A I don't believe so.</p> <p>23 Q We might have had a double-negative</p> <p>24 there. Maybe that was my fault.</p> <p>25 Did you ever tell Mr. Deppoleto about</p>	<p style="text-align: right;">Page 141</p> <p>1 the money that Mr. McBride owed Takeover?</p> <p>2 A No, I did not. I --</p> <p>3 Q And you --</p> <p>4 A -- again, I was not involved in the</p> <p>5 financial dealings with this.</p> <p>6 Q And are you aware of any other officers</p> <p>7 or directors of Takeover notifying Mr. Deppoleto</p> <p>8 about the money that Mr. McBride owed Takeover?</p> <p>9 A I'm not sure. I mean, maybe Jason.</p> <p>10 That's -- that would be it.</p> <p>11 Q As far as you have personal knowledge</p> <p>12 of, you're not -- you don't have any personal</p> <p>13 knowledge of anyone -- any officer or director of</p> <p>14 Takeover notifying Mr. Deppoleto about the money</p> <p>15 that Mr. McBride owed Takeover; correct?</p> <p>16 A I'm -- that, I'm not sure. I don't</p> <p>17 know. I mean, I didn't, but I don't know.</p> <p>18 Q Yeah. That's -- you don't have</p> <p>19 personal knowledge of anyone else doing it</p> <p>20 either; correct?</p> <p>21 A If I'm understanding the question,</p> <p>22 correct.</p> <p>23 Q Has Takeover ever maintained directors</p> <p>24 and officers liability insurance?</p> <p>25 A I'm not sure.</p>

Joseph F. Pavlik

August 20, 2024

<p style="text-align: right;">Page 142</p> <p>1 Q Who would know that?</p> <p>2 A I'm not sure.</p> <p>3 Q Who was responsible for purchasing</p> <p>4 insurance for the company?</p> <p>5 A Probably -- Mike Holley would be the</p> <p>6 administrative.</p> <p>7 Q As we sit here today, are Takeover's</p> <p>8 liabilities worth more than its assets?</p> <p>9 A Are Takeover's liabilities worth more</p> <p>10 than its assets?</p> <p>11 Q Do its liabilities outweigh its</p> <p>12 assets?</p> <p>13 A Well, there are no assets, so I would</p> <p>14 have to say that the liabilities would outweigh</p> <p>15 the assets.</p> <p>16 Q And for how long has that been the</p> <p>17 case?</p> <p>18 A Since the company was run into the</p> <p>19 ground after the Dollar General deal and after</p> <p>20 the trademark expired in probably October of</p> <p>21 2022.</p> <p>22 Q So at least since October of 2022,</p> <p>23 Takeover's liabilities have outweighed its</p> <p>24 assets; correct?</p> <p>25 A No. Probably after that. Because</p>	<p style="text-align: right;">Page 143</p> <p>1 until all that happened, then there was nothing</p> <p>2 left. But prior to that, there were -- there</p> <p>3 would have been assets before everything was</p> <p>4 destroyed.</p> <p>5 Q But for how long have the liabilities</p> <p>6 been outweighing the assets? Since before</p> <p>7 October 2022? Because it sounds like you're</p> <p>8 saying they had some assets, but they weren't</p> <p>9 worth a whole heck of a lot.</p> <p>10 A I --</p> <p>11 MR. SEXTON: Object to form.</p> <p>12 A Yeah. I'm not sure I'm understanding</p> <p>13 what -- the question.</p> <p>14 BY MR. HARVEY:</p> <p>15 Q Sure. I asked you for how long have</p> <p>16 Takeover's liabilities outweighed its assets.</p> <p>17 And I thought initially you were saying October</p> <p>18 2022, because you said that was when the</p> <p>19 trademark expired and the Dollar General deal</p> <p>20 fell through.</p> <p>21 But then it sounded like you thought</p> <p>22 about it a little more, and you said, well,</p> <p>23 actually -- it sounded like you thought the</p> <p>24 assets weren't worth a lot even before October</p> <p>25 2022. So the date could have been even earlier</p>
<p style="text-align: right;">Page 144</p> <p>1 than October 2022, where the liabilities</p> <p>2 outweighed the assets. That's what I'm getting</p> <p>3 at. Do you understand?</p> <p>4 A Okay. Yeah, no, it was -- I wasn't</p> <p>5 quite sure how you were phrasing that. I think</p> <p>6 the major liabilities that came into play, now</p> <p>7 that I'm understanding what you're asking, would</p> <p>8 be the PFL debt and the Manny debt that Jason</p> <p>9 signed on, which were major liabilities. And so</p> <p>10 those were, you know, again, on Jason Tucker for</p> <p>11 that.</p> <p>12 So, I mean, however -- I mean, I don't</p> <p>13 have those contracts in front of me, but I know</p> <p>14 they were multi-year contracts that he committed</p> <p>15 to. So there was --</p> <p>16 Q I understand --</p> <p>17 A -- there was -- there was liabilities</p> <p>18 and debt brought on by Jason prior with those</p> <p>19 commitments, so...</p> <p>20 Q So whatever the date of those</p> <p>21 agreements were -- and by the PFL debt, you're</p> <p>22 distinguishing that from the Manny Pacquaio debt;</p> <p>23 correct? Or is that the same thing?</p> <p>24 A No, they're two separate agreements,</p> <p>25 two separate debts.</p>	<p style="text-align: right;">Page 145</p> <p>1 Q Okay. And so you're saying whatever</p> <p>2 the date on those agreements was, as of the date</p> <p>3 of those agreements, Takeover's liability</p> <p>4 outweighed its assets; is that correct?</p> <p>5 A I would probably say that's correct.</p> <p>6 Q Okay. Let me show you another document</p> <p>7 here.</p> <p>8 So this is a multi-page document that I</p> <p>9 will tell you your lawyers produced in discovery.</p> <p>10 You can see at the top it's a Bank of America</p> <p>11 statement. I'm not going to ask you about every</p> <p>12 single thing on here.</p> <p>13 But what I did want to ask you about</p> <p>14 is, we go down, see, there's these Bates numbers</p> <p>15 in the bottom right corner. We look at DEF 78,</p> <p>16 and we've got some highlighted. You see these</p> <p>17 highlighted right here?</p> <p>18 A Yep.</p> <p>19 Q And this particular thing that I'm</p> <p>20 highlighting is an airline ticket with a</p> <p>21 departure date of April 26, 2022; correct?</p> <p>22 A Correct.</p> <p>23 Q And it says you're going to airport</p> <p>24 code Cleveland; correct?</p> <p>25 A Correct.</p>

Joseph F. Pavlik

August 20, 2024

Page 146

1 Q What was the purpose of this flight?

2 A That was probably a flight to --

3 probably to an event.

4 Q Do you remember the event?

5 A Actually -- yeah. It was the PFL --

6 there was a PFL event because airport code DFW.

7 Yeah. So I was probably going from Cleveland to

8 DFW for the PFL event.

9 There was a couple events that -- in

10 Dallas-Fort Worth, one of which we met Deppoleto

11 at in May.

12 Q Okay. And your testimony that these

13 were legitimate business expenses for Takeover?

14 A Correct. Yeah. They would have -- I

15 never -- I mean, they would have been booked by

16 the company, so, yeah, they would have had to

17 have been business expenses.

18 Q Okay. And then we've got some

19 highlighted on the next page, too. These are May

20 3rd?

21 A Yep. That was right when I was

22 boarding the plane when Jason was forcing me to

23 sign over my shares with the extortion. And that

24 was when I was going in to DFW for the PFL

25 event.

Page 148

1 Q Okay. Next one, we've got another

2 business expense. Starts off with DEF 124. You

3 go down a little bit. We've got another flight

4 with a departure date of August 3rd, 2022;

5 correct?

6 A Yep. That was going to New York,

7 LaGuardia, for the -- another PFL event. That

8 was the PFL finale, I believe, late July in New

9 York.

10 Q And it's your testimony this was a

11 legitimate business expense?

12 A Correct.

13 Q Have you heard of a company called

14 Illumination Holdings, Inc.?

15 A I have.

16 Q What is Illumination Holdings, Inc.?

17 A I'm not sure exactly what they do.

18 Q What have you heard about them --

19 A I believe -- I believe they're a brand.

20 They're like a distribution company or brand

21 incubator.

22 Q Is Illumination Holdings, Inc.,

23 affiliated with Takeover?

24 A I don't believe so.

25 Q Is Illumination Holdings, Inc.,

Page 147

1 Q Okay. Take that one down. And we've

2 got another document. It's basically the same

3 layout. Show you right now.

4 This one starts off Bates DEF 000110.

5 This is June to July 2022 expenses; correct?

6 A Correct.

7 Q And then if we go down, we've got an

8 airline ticket for -- the flight's going to be

9 June 21, '22?

10 A Yep. That's when we went to meet James

11 Deppoleto and Jason in Atlanta for the PFL in

12 Atlanta. And that's when they had the private

13 meeting with T-Pain that we were unaware of.

14 But, yeah, that was business travel.

15 Q Okay. You were there; you just didn't

16 go to the meeting?

17 A No. We actually -- we went there to

18 meet with James and Jason, and then they ended up

19 canceling the meeting. And that's -- later we

20 found out they went to meet with T-Pain

21 independently. But, yeah, that was a PFL

22 event.

23 Q Okay. And it's your testimony this was

24 a legitimate business expense?

25 A Absolutely.

Page 149

1 affiliated with Next Gen?

2 A Yes, I believe so.

3 Q How so?

4 A I believe they are affiliated via a

5 merger or acquisition.

6 Q When was this?

7 A According to Twitter and the news, I

8 don't know the exact date, but within the last

9 few weeks.

10 Q Did you have anything to do with

11 negotiations over that merger or acquisition?

12 A I was not involved in any negotiations.

13 And I believe it was with LTNC, not Next Gen.

14 Q How about a company called -- that

15 was -- and just to clarify, that was Illumination

16 Holdings, Inc.

17 Now, I'm asking about a different

18 company, Illumination Brands, Inc. Have you ever

19 heard of Illumination Brands, Inc.?

20 A I have. And they're probably

21 affiliated with those two entities.

22 Q Is Illumination Brands, Inc.,

23 affiliated with Takeover?

24 A No, not that I believe.

25 Q Is it affiliated with Next Gen?

<p style="text-align: right;">Page 150</p> <p>1 A No. I believe it's affiliated with</p> <p>2 LTNC.</p> <p>3 Q And is your understanding the same as</p> <p>4 basically the other one we were talking about?</p> <p>5 It was either a merger or an acquisition?</p> <p>6 A Correct. That's my understanding.</p> <p>7 Q Do you know a gentleman name Brad</p> <p>8 Wyatt, W-y-a-t-t?</p> <p>9 A I don't know him personally, but I know</p> <p>10 the name.</p> <p>11 Q Who is he?</p> <p>12 A I'm not sure his exact role, but he is</p> <p>13 involved with the Illumination company at some</p> <p>14 level.</p> <p>15 Q Does Brad Wyatt have any affiliation</p> <p>16 whatsoever with Takeover?</p> <p>17 A No, not that I'm aware of.</p> <p>18 Q Does he have any affiliation with Next</p> <p>19 Gen?</p> <p>20 A I believe he has affiliations with</p> <p>21 LTNC.</p> <p>22 Q How about a gentleman named Mike Ghini?</p> <p>23 Do you know a Mike Ghini?</p> <p>24 A No, I don't.</p> <p>25 Q Might be spelled G-h-i-n-i.</p>	<p style="text-align: right;">Page 151</p> <p>1 A Mike Ghini? Doesn't sound familiar.</p> <p>2 Q So you don't know one way or another</p> <p>3 whether he has any affiliation with Next Gen?</p> <p>4 A Mike Ghini, no. Name doesn't sound</p> <p>5 familiar.</p> <p>6 Q To your knowledge, what's the</p> <p>7 distinction between Next Gen Beverages, LLC, and</p> <p>8 Next Gen Holdings?</p> <p>9 A Next -- one would be an IP. I believe,</p> <p>10 if I'm not mistaken, one's the IP holding</p> <p>11 company, and the other is the operational,</p> <p>12 actually company.</p> <p>13 Q Which one do you believe is the IP</p> <p>14 holding company?</p> <p>15 A Probably the one called Next Gen</p> <p>16 Holdings.</p> <p>17 Q And to your knowledge, what's the point</p> <p>18 of separating those out?</p> <p>19 A I'm not sure. Probably to hold IP.</p> <p>20 Q Did you have any -- well, do you know</p> <p>21 when Next Gen Holdings came into existence?</p> <p>22 A I'm not sure.</p> <p>23 Q Do you know who set it up?</p> <p>24 A I'm not sure.</p> <p>25 Q Do you know who's on the board of Next</p>
<p style="text-align: right;">Page 152</p> <p>1 Gen Holdings?</p> <p>2 A I'm not sure who all is on the board.</p> <p>3 I would maybe guess Tom Zarro and Mike Holley,</p> <p>4 but I don't know if there's anybody else. I</p> <p>5 haven't reviewed any of that paperwork.</p> <p>6 Q Other than the entities that we've</p> <p>7 talked about -- and I can go through a list if</p> <p>8 you want -- are you aware of any other LTNC</p> <p>9 affiliates other than the ones we've just talked</p> <p>10 about, that we talked about at the beginning? So</p> <p>11 you want me to go through it or?</p> <p>12 A No. Not that I'm aware of.</p> <p>13 Q Have any of Labor SMART or any of the</p> <p>14 other affiliates that we've talked about received</p> <p>15 any payments or any form of compensation from</p> <p>16 Takeover?</p> <p>17 A Not that I'm aware of.</p> <p>18 Q Have any of them received any assets</p> <p>19 from Takeover?</p> <p>20 A Not that I'm aware of.</p> <p>21 Q Have any of them received any payments</p> <p>22 or any other form of compensation from Next</p> <p>23 Gen?</p> <p>24 A Not that I'm aware of.</p> <p>25 Q Have any of them received any assets</p>	<p style="text-align: right;">Page 153</p> <p>1 from Next Gen?</p> <p>2 A Not that I'm aware of.</p> <p>3 Q When Takeover got the payments from</p> <p>4 Mr. Deppoleto, how did Takeover book them in its</p> <p>5 accounting books?</p> <p>6 A That would be a Jason Tucker question.</p> <p>7 I don't know.</p> <p>8 Q Okay. After the payments came in</p> <p>9 from --</p> <p>10 A Or that -- or that actually would be a</p> <p>11 Marty question, but there was another individual</p> <p>12 that I was told not to contact. He --</p> <p>13 Q Who's Marty?</p> <p>14 A He was the company CFO.</p> <p>15 Q What's his last name?</p> <p>16 A I don't know.</p> <p>17 Q You're talking about Marty was the CFO.</p> <p>18 A I believe he was the one doing the</p> <p>19 bookings.</p> <p>20 Q And then you said there was another</p> <p>21 individual who you were told not to contact?</p> <p>22 A That's the same guy. Jason Tucker at</p> <p>23 the time -- you were asking me when the Deppoleto</p> <p>24 transactions were going. That would probably be</p> <p>25 at that time.</p>

<p style="text-align: right;">Page 154</p> <p>1 Q When the payments came in, who did you</p> <p>2 discuss them with in terms of what to do with</p> <p>3 this money?</p> <p>4 A No one. Because I was unaware when</p> <p>5 they were coming in. That was not my -- I was</p> <p>6 not involved in anything to do with the money or</p> <p>7 the payments. I was just products and</p> <p>8 formulation.</p> <p>9 Q Who all was involved in the decision to</p> <p>10 establish Next Gen and the other entities that</p> <p>11 were created after we filed this lawsuit in</p> <p>12 December 2022?</p> <p>13 A I believe Mike Holley and Tom Zarro, if</p> <p>14 I'm not mistaken.</p> <p>15 Q Anyone else?</p> <p>16 A I don't know if there's anyone else.</p> <p>17 Q And do you know how soon after this</p> <p>18 lawsuit was filed, December of 2022, how soon</p> <p>19 after it was that Mr. Holley and Mr. Zarro began</p> <p>20 establishing Next Gen and the other entities?</p> <p>21 A I'm not sure.</p> <p>22 Q As we sit here today, is Takeover still</p> <p>23 selling any products whatsoever?</p> <p>24 A I don't believe so. I haven't been</p> <p>25 involved since, you know, the demise of the</p>	<p style="text-align: right;">Page 155</p> <p>1 company.</p> <p>2 Q To your knowledge, when was the last</p> <p>3 time that Takeover was selling products?</p> <p>4 A I would probably -- I'm not quite sure.</p> <p>5 Maybe late 2022.</p> <p>6 Q Next Gen is still selling products</p> <p>7 today; correct?</p> <p>8 A Is Next Gen selling Next Gen products</p> <p>9 today?</p> <p>10 Q Yes.</p> <p>11 A I -- yes. I believe so --</p> <p>12 Q And it has been selling products since</p> <p>13 shortly after it opened in 2023; correct?</p> <p>14 A To the best of my knowledge, yes.</p> <p>15 Q And to your knowledge, Next Gen</p> <p>16 Holdings doesn't sell any products, then; it just</p> <p>17 holds IP?</p> <p>18 A I believe so.</p> <p>19 Q Show you another document.</p> <p>20 Are you able to see this document?</p> <p>21 A If you could please enlarge it.</p> <p>22 Q It says at the top, "Declaration of</p> <p>23 Joseph Pavlik"; correct?</p> <p>24 A Correct.</p> <p>25 Q And this is a document that you</p>
<p style="text-align: right;">Page 156</p> <p>1 reviewed and signed; correct?</p> <p>2 A Correct.</p> <p>3 Q On November 14th, 2022?</p> <p>4 A Correct.</p> <p>5 Q Now, in paragraph 4, the first sentence</p> <p>6 says, "Some information has been uncovered this</p> <p>7 week by Mike Holley, which hopefully can help the</p> <p>8 Court approve the efforts to have Jason removed</p> <p>9 and the truth revealed"; correct?</p> <p>10 A Correct.</p> <p>11 Q And, again, this is dated November 14,</p> <p>12 2022. So the week you're referring to must have</p> <p>13 been right around then; true?</p> <p>14 A Correct.</p> <p>15 Q What information are you referring to</p> <p>16 there?</p> <p>17 A I believe that there were e-mails that</p> <p>18 were found that he was communicating with 5-Hour</p> <p>19 Energy to conspire to take the Gamer Shot to</p> <p>20 5-Hour. There was evidence that after June of</p> <p>21 2022, when he said that we are no longer having</p> <p>22 company meetings and he's going to communicate</p> <p>23 with everyone individually, we stopped having all</p> <p>24 company meetings, all weekly conference calls.</p> <p>25 And here it turns out they still -- we</p>	<p style="text-align: right;">Page 157</p> <p>1 were getting records because Mike Holley found</p> <p>2 all the e-mail records of Jason that there still</p> <p>3 were being weekly calls being held with</p> <p>4 Mr. Deppoleto, with Mike Costello. There was</p> <p>5 extensive communication between them and Living</p> <p>6 Essentials or the 5-Hour Energy company. So it</p> <p>7 showed that there was definitely, you know,</p> <p>8 inappropriate behavior and, you know, potential</p> <p>9 criminal activity going on.</p> <p>10 Q And the information --</p> <p>11 A And then what I mentioned right there</p> <p>12 about, he also informed our company CPA -- that</p> <p>13 was when at that time I reached out to them, and</p> <p>14 I was -- wasn't able to get a hold of them. But</p> <p>15 that was pretty much essentially the gist of</p> <p>16 that.</p> <p>17 Q And the information you're talking</p> <p>18 about Mr. Holley uncovering, how did Mr. Holley</p> <p>19 uncover it?</p> <p>20 A I believe they were e-mails.</p> <p>21 Q Okay.</p> <p>22 A E-mail records.</p> <p>23 And also, there was some evidence that</p> <p>24 there was an attempt to change the bylaws of the</p> <p>25 company by Jason. So all of that was dug through</p>

<p style="text-align: right;">Page 158</p> <p>1 in going through his e-mails.</p> <p>2 Q Then in paragraph 7 you say, "Since</p> <p>3 June of 2022, he's isolated James Deppoleto,</p> <p>4 developed his trust over several private</p> <p>5 meetings, potentially gave him select</p> <p>6 information, which then led James and</p> <p>7 Jason strategically -- led to James and Jason</p> <p>8 strategically collaborating without sharing their</p> <p>9 intent or motives with the other partners and</p> <p>10 executives"; correct?</p> <p>11 A Correct. And that had to do with</p> <p>12 the -- you know, saying there was no more company</p> <p>13 meetings, but yet, there was still company</p> <p>14 correspondence going on. And they were still</p> <p>15 collaborating to do the Dollar General deal. And</p> <p>16 they were also, without my knowledge,</p> <p>17 collaborating and trying to do a deal with 5-Hour</p> <p>18 Energy, so -- that's correct.</p> <p>19 Q But you don't have any personal</p> <p>20 knowledge about this; correct? Because if you</p> <p>21 look at, for instance, the next paragraph, 7, you</p> <p>22 say, "I've been at a distance for some time with</p> <p>23 all that's been going on."</p> <p>24 A Right. I was at a distance in terms of</p> <p>25 communication with Jason and Deppoleto, but the</p>	<p style="text-align: right;">Page 159</p> <p>1 e-mails that were reviewed were very factual.</p> <p>2 And I even had a call with 5-Hour to confirm that</p> <p>3 they did have that meeting at NACS in Las Vegas.</p> <p>4 And, coincidentally, I volunteered on my own dime</p> <p>5 to fly out to NACS for that trade show because I</p> <p>6 felt it was important.</p> <p>7 And I was -- that was when I was still</p> <p>8 not being invited to the show. Jason Tucker told</p> <p>9 me, no, James and I aren't going to the show;</p> <p>10 we're just going to leave it for Mike T. and Mike</p> <p>11 Z. to go, let it be the Mike show. And then the</p> <p>12 day after the first day of the NACS show, there's</p> <p>13 a picture of James, Jason, Mike and Mike</p> <p>14 receiving the Gamer Shot product of the year</p> <p>15 award, and they had just told me two days prior</p> <p>16 that James and Jason weren't going.</p> <p>17 So, again, I didn't know this at the</p> <p>18 time, but then once I found -- we found the</p> <p>19 e-mails later on, it was evident that they did</p> <p>20 not want me there because they were having that</p> <p>21 private deal to take my Gamer Shot to 5-Hour</p> <p>22 Energy to then work a deal, some type of a</p> <p>23 licensing agreement.</p> <p>24 And then also in those e-mails we</p> <p>25 uncovered that there was another presentation</p>
<p style="text-align: right;">Page 160</p> <p>1 that was done without my name on it. It was just</p> <p>2 James, Jason, Mike and Mike to be presented to</p> <p>3 5-Hour about that deal that they were trying to</p> <p>4 collaborate, form another company and raise some</p> <p>5 additional money. So that was the reason why I</p> <p>6 put that information in there -- in that</p> <p>7 document.</p> <p>8 MR. HARVEY: All right. Let's go off</p> <p>9 the record for two seconds. I just want to go</p> <p>10 over my notes and make sure I didn't miss</p> <p>11 anything. We might be done.</p> <p>12 THE VIDEOGRAPHER: We're off the record</p> <p>13 at 4:24 p.m.</p> <p>14 (Break taken.)</p> <p>15 THE VIDEOGRAPHER: We're back on the</p> <p>16 record at 4:26 p.m.</p> <p>17 MR. HARVEY: Subject to -- we're</p> <p>18 reserving the right to call Mr. Pavlik back</p> <p>19 because we don't have some documents that were</p> <p>20 missing from the Defendants, but other than that,</p> <p>21 I have nothing further at this time.</p> <p>22 MR. SEXTON: And I don't have any</p> <p>23 questions at this time.</p> <p>24 THE VIDEOGRAPHER: Counsel, are we</p> <p>25 prepared to go off the record?</p>	<p style="text-align: right;">Page 161</p> <p>1 MR. HARVEY: Yes.</p> <p>2 MR. SEXTON: Yeah.</p> <p>3 THE VIDEOGRAPHER: Okay. And does our</p> <p>4 court reporter need anything before we do go off</p> <p>5 the record?</p> <p>6 THE REPORTER: Mr. Sexton, do you need</p> <p>7 a copy for your side?</p> <p>8 MR. SEXTON: We'll read and sign. I</p> <p>9 don't need a copy right now, but we'll read and</p> <p>10 sign.</p> <p>11 THE VIDEOGRAPHER: All right. We are</p> <p>12 off the record at 4:26 p.m.</p> <p>13 (Whereupon the deposition was</p> <p>14 concluded at 4:26 p.m.)</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>

Joseph F. Pavlik

August 20, 2024

Page 162

1 RE: JAMES DEPPOLETO v TAKEOVER INDUSTRIES, INC.

2 CERTIFICATE OF DEPONENT

3 PAGE LINE CHANGE REASON

4 _____

5 _____

6 _____

7 _____

8 _____

9 _____

10 _____

11 _____

12 _____

13 _____

14 _____

15

16 * * * * *

17 I, _____, deponent herein, do hereby

18 certify and declare under penalty of perjury the

19 within and foregoing transcription to be my

20 deposition in said action; that I have read,

21 corrected, and do hereby affix my signature to

22 said deposition.

23 _____

24 JOSEPH F. PAVLIK

25 Deponent

Page 163

1 REPORTER'S CERTIFICATE.

2 I, the undersigned, a Certified

3 Shorthand Reporter of the states of California

4 and Nevada, do hereby certify:

5 That the foregoing proceedings were

6 taken before me at the time and place herein set

7 forth; that any witnesses in the foregoing

8 proceedings, prior to testifying, were placed

9 under oath; that a verbatim record of the

10 proceedings was made by me using machine

11 shorthand which was thereafter transcribed under

12 my direction; further, that the foregoing is an

13 accurate transcription thereof.

14 I further certify that I am neither

15 financially interested in the action nor a

16 relative or employee of any attorney of any of


17 the parties.

18 IN WITNESS WHEREOF, I have this date

19 subscribed my name.

20 Dated: September 4, 2024

21

22 

23 KENDALL KING-HEATH

24 CA CSR NO. 11861, NV CCR NO. 475

25

Joseph F. Pavlik

August 20, 2024

\$	-	14	30:14,15,16, 17,23 31:8, 11,21 33:1, 21 34:12,17 35:4,5 37:1, 3,19 39:4 40:2,16 41:6 42:17 67:18 68:6 76:23 77:1 78:16 84:23 85:8 89:25 90:3 134:20 135:4,9,11 136:4,15,16
\$1 106:13	-o0o- 5:3	63:1,7 156:11 14th 156:3	
\$1.5 115:5 121:3	0	15 125:21	
\$10,000 15:19	000110 147:4	150,000 71:15	
\$12,000 124:3	1	17047 7:6	
\$128,924 127:20	1	18 117:10 119:12	
\$2 123:9 132:15	1 60:24 98:20 104:22 109:18 112:2,10 113:4,8,21 119:1	19 114:20 115:4,21	2022 21:7 22:22 28:16,23 33:6,16 34:7,19,22 42:9 43:16 45:3 51:5 58:3,11 72:19,21,25 74:13 81:15, 16 82:4 86:25 88:6, 10 89:6,12, 19 90:1,15 91:24 95:7, 16 97:19 98:6 99:9 101:3 102:4, 24 103:24 104:7 105:19,20,22 106:4,11 108:3 109:18 113:21 114:20,23 115:4,22 117:10 119:12 125:18,24 126:1 127:9, 20 128:16 129:22 132:21 134:20
\$20,000 120:25 121:4,10,15	1.4 23:10 24:7, 20	1:02 5:2,5	
\$21 65:13 66:3	1.5 23:10 24:7, 20 72:4 115:15 121:22 125:17	2 41:15 42:11 71:18 72:4 83:1 121:22	
\$243,253.84 140:10	1.85 42:7,10	20 5:1 68:6 106:11 125:21	
\$250,000 80:13	10 13:5,10 14:5,16 76:23 83:6 122:12,22 124:3	2005 13:17,25 14:3	
\$386,000 125:24 127:9	10,000 16:22	2009 67:4,8,17 68:1,6	
\$386,700 125:23	1099 15:11	2013 37:17 69:11	
\$5,000 15:18 16:12, 18 43:14	10th 77:1	2014 37:17	
\$500 115:25	12 122:12	2018 67:22,25	
\$500,000 24:21 98:22 103:2,14,18 106:8 108:6, 11 115:2 116:1,4,9	124 148:2	2019 67:22,25	
\$60,000 121:5		2021 9:1 15:6 16:12 27:15	
\$750,000 82:15			

Joseph F. Pavlik

August 20, 2024

137:24 138:3 139:3,22 140:9 142:21,22 143:7,18,25 144:1 145:21 147:5 148:4 154:12,18 155:5 156:3, 12,21 158:3 2023 19:25 34:3 47:12 57:9, 11,14,23 58:7 63:1,7 68:21,23 71:3 134:20 139:8 155:13 2024 5:1,6 20th 5:6 21 84:23,25 147:9 22 132:21 147:9 25 97:19 98:6 99:9 102:24 105:19,20 106:4 114:23 139:3,22 140:9 26 145:21 27 78:16 2:36 83:12 2:50 83:4 2:51 83:15 2nd 90:1	<hr/> 3 <hr/> 3 71:16,18 94:19 3,750 33:13,23 34:21 121:18,22 122:16 300 19:23 20:24 46:4,11,12 31 35:5 385 126:10,11 3rd 146:20 148:4 <hr/> 4 <hr/> 4 156:5 40 83:2 41.99 65:9,23 4:24 160:13 4:26 160:16 161:12,14 4:35 82:23,24 4:40 82:24 <hr/> 5 <hr/> 5 71:20 85:20 5-hour 51:8 55:8,22 62:3 81:20	90:16 91:13 126:4 156:18,20 157:6 158:17 159:2,21 160:3 50,000 52:20 55:4, 10 500,000 22:20 5:00 85:21 <hr/> 6 <hr/> 6 41:8 95:10 105:22 106:11 108:3 109:21 <hr/> 7 <hr/> 7 71:20 86:25 89:6,12,19 95:7,16 158:2,21 78 145:15 <hr/> 8 <hr/> 8 128:15 129:22 137:24 138:3 800 24:9 <hr/> 9 <hr/> 90 72:4 91:17 900,000	24:9 77:22 980,000 23:12 9:00 89:19 <hr/> A <hr/> a.m. 89:19 able 17:22,24 62:25 86:21 94:9 97:14 102:16,19 105:13,17 107:22 109:11 155:20 157:14 above 88:22 absence 81:10,13 Absolutely 147:25 accelerate 127:1 accelerated 98:18 access 111:8 125:5 accordance 101:4 103:14 108:6 116:5 account 82:11 131:12 accounting 153:5 accounts 125:5 accurate 35:8,18,25 acquired 135:16 acquisition 149:5,11
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Joseph F. Pavlik

August 20, 2024

150:5	affiliated	9:25 32:19	23:22 44:21
acted	148:23	98:3 140:4	52:4 58:4,6
95:19	149:1,4,21,	airline	64:7 121:12
acting	23,25 150:1	145:20 147:8	126:10
22:4	affiliates	airport	answering
action	152:9,14	145:23 146:6	79:10
6:3	affiliation	alkaline	answers
actions	150:15,18	49:18 50:1	12:3,14,18
52:21 104:24	151:3	alliance	Anthony
112:4,11	affiliations	25:21 26:9	100:4 102:12
119:3	150:20	allocated	anybody
active	afford	72:2 102:8	61:22 62:10
133:17	7:13	126:21	97:10 118:16
activities	agent	allocations	139:5 152:4
92:2	69:17,19	122:6	anyone
activity	74:18 75:2,	allowed	5:18 12:25
90:16 157:9	23 76:1,17	82:14	17:24 29:1
actual	ago	allowing	30:7 52:15
29:2 40:6	25:10 39:8	72:14 125:11	90:23 99:2
42:19	77:2 99:7	Amazon	119:19 129:1
addicts	agree	59:14	130:3
69:4	5:8 85:24	ambassador	133:20,24
addition	92:13 127:3,	61:6	137:1 138:22
61:14,17	7 130:18	amendment	139:1
62:4	131:7 140:8	105:14	141:13,19
additional	agreeing	112:5,12	154:15,16
21:23 24:21	79:2 106:24	114:16,25	anyone's
106:8 115:1	110:10	119:4	79:12
116:4 125:23	agreement	amends	apostrophe
127:8,20,25	60:10,12,13,	114:22	58:19
160:5	18,21,24	America	appalled
address	61:4,8,20,21	145:10	55:20
7:5 133:9,12	97:17 98:7	amount	appearances
administrativ	101:5	84:7,20 99:9	6:8
e	104:20,25	103:2 106:12	appeared
142:6	105:9,15	115:5 116:1	89:20
admit	106:4,17	127:12	appears
123:20	108:21	131:24 132:6	18:10 108:8
admitting	112:6,13	amounts	125:3
123:14	114:17,23	23:6 71:14	applied
advise	116:12 119:4	125:16	56:8,20
23:21	128:11	announced	appoint
advised	159:23	114:6,7	96:3
22:1 23:21	agreements	119:17	appointed
65:18 115:16	32:4 144:21,	answer	95:11,17
123:23	24 145:2,3	10:21 11:9,	96:14,23
127:18	ahead	16 12:6	

appointment 96:10	asking 9:5 19:7	August 5:1,6 31:11	B
appreciate 116:20	38:25 53:21,	33:16 114:20	B-E-L 29:12
appropriate 132:8	22 93:7,8	115:4,21	B-R-U-N-O 29:12
appropriated 72:2 122:7	126:8 127:5	117:10	Bachelor 8:12
approval 82:8	136:2,9	119:11	back 16:12 20:17
approve 156:8	144:7 149:17	121:19	26:24 34:2,5
approved 138:11	153:23	125:18 148:4	42:3 67:4,8,
approximately 14:15 23:10	asset 61:2 64:10,	authorization 79:14	25 80:10,11
27:14	14,20	authorizes 104:23	82:24 83:3,
April 9:1 78:16	assets 59:7,11,13,	112:1,3,10	14 88:14
136:16	19 62:4 64:6	119:1	93:15 95:4
145:21	142:8,10,12,	autopopulate 110:7,24	97:9 106:3,
area 69:5	13,15,24	award 159:15	16 138:4
argue 124:19	143:3,6,8,	aware 9:17 22:15,	160:15,18
Arizona 47:25 48:3	16,24 144:2	17,24 24:21	backfired 73:10
137:11,17	145:4	26:9 28:12,	background 54:22 68:15
138:19,24	152:18,25	20 29:1,17	69:2
139:2	assist 44:15	46:21,22	bad 23:19 72:15
around 22:19 28:22	assisting 16:5 44:14	48:3 60:13	112:14
33:5,13	assume 10:17 12:6	79:7,21,23,	125:10,12
40:16 41:5	131:6	25 80:6,8,	Baldwin 7:23 8:7,10,
68:7 82:3	assuming 20:6 102:3	12,23,25	17
85:20 98:13	Atlanta 147:11,12	81:5,8,9	ballpark's 47:11 134:15
99:9,11,15	attempt 34:4 96:20	82:6,14	bank 82:11 125:5
126:2 156:13	97:7 157:24	83:17,20	131:12
arrangement 15:8 60:16	attended 85:1,4,5	84:1,12,19	145:10
asked 12:15 34:5,	90:17	96:21,24	bankrupt 109:5
17 39:2	attendee 89:22	112:22	based 67:11 71:18
53:24 56:23	attending 76:25	113:4,12	111:18
64:5 84:11	attitude 32:23	114:10	123:21
99:23 100:14	attorney 133:21	119:19	basically 49:11 61:13
143:15	audio 5:6 113:16	125:15,22	147:2 150:4
		127:22	
		131:15,19	
		137:1,9	
		138:22	
		139:1,6	
		141:6 150:17	
		152:8,12,17,	
		20,24 153:2	

Joseph F. Pavlik

August 20, 2024

Bates	96:2,5 97:4	18,24 47:4,	117:7 119:20
145:14 147:4	100:4 103:16	7,13 48:6	151:25 152:2
began	105:10 106:1	50:8 51:21	boarding
26:13 45:5	110:19 114:5	53:17,25	146:22
106:23 109:3	116:24	151:7	Body
131:20	120:23	bigger	67:10,14
154:19	121:16	97:22 109:13	68:3
begin	126:11	billing	book
131:16 134:3	127:12 129:6	15:12	35:15 36:3
beginning	130:2,8,20,	billion	153:4
30:14 152:10	21 132:3,4,5	41:8,16	booked
behalf	133:16	42:7,10,11	146:15
6:2,5 78:11	134:1,12,25	bit	bookings
104:13	138:3,17	22:10 30:1	153:19
behavior	139:9,15	35:13 45:17	books
157:8	140:22	66:15 87:22	44:1 74:15
Bel	148:8,19,24	95:5 102:17	153:5
29:8,11	149:2,4,13,	109:12	bottom
120:19	24 150:1,20	117:14 137:8	104:22
121:17	151:9,13	148:3	106:16
believe	153:18	Blackwell	108:14
9:20 10:5	154:13,24	128:15	112:1,10,16
12:16 15:1	155:11,18	132:20	115:8 116:11
16:13 18:23	156:17	blessing	118:25
22:3 23:4	157:20	60:5	145:15
24:12 29:7	best	blown	box
30:5 35:9	11:7 23:7	115:15	118:8
37:13 38:19	36:3 37:5	blows	Brad
39:16 40:5	44:21 52:5	72:7	150:7,15
41:2,5,8,10	56:8,9,21	blur	brand
43:24 44:3	74:16 81:14	44:10	27:21,24
46:19,25	119:22	board	28:7,10,13
47:24 48:13	155:14	31:14,16,18,	58:14,18
54:15 57:10	bet	19 35:3,10,	61:6 70:25
58:23 59:9,	65:7	11,15 44:24	148:19,20
10 62:20	better	76:24 82:9	Brands
63:16 66:21	66:15	84:24 85:3,	149:18,19,22
69:18,21	beverage	7,14,15,17	break
70:5,9,22	14:23 27:18,	86:3,9,21	82:21 83:13
71:6,9,15	19 38:11	87:7 90:11,	160:14
74:4 75:9	68:15	17,24 94:11	breaking
78:12,15	Beverages	95:12 96:3	17:13,18
81:17 82:1	17:12,16,20	103:22 104:6	30:1
83:23 85:4,	19:9,13,19	105:8	brief
9,11 86:14,	20:1,2,4,5,	109:16,24	29:22
16 88:2	12,25 21:2	112:22	brought
89:14 90:19	45:18,23	113:4,9,11,	73:3 80:4
91:1 92:6	46:1,5,9,15,	24 114:2,11	

Joseph F. Pavlik

August 20, 2024

135:3,6,20	calling	125:4	132:14
144:18	90:10,24	Certainly	claims
Bruno	129:25	122:14	139:7,11,14,19
29:8,11	calls	cervical	clarification
120:19	34:15 57:17	11:4	49:4 51:25
121:17	60:4 79:11	CFO	65:14,21
build	156:24 157:3	97:11	129:18
60:8	cancel	153:14,17	clarify
buried	11:7	chance	149:15
62:6	canceled	10:17,20	clean
business	147:19	11:22	127:7
7:25 8:15	capacity	change	Cleveland
32:5 38:5,6	40:11,12	127:9 157:24	7:22 145:24
40:15 72:15	43:16 104:14	changed	146:7
146:13,17	capital	78:4	close
147:14,24	14:25 50:9,11	changes	58:22 71:7
148:2,11	card	64:7	125:15
button	79:14 80:10	changing	closeout
5:20	82:11	44:8	71:1
bylaws	case	channels	clue
157:24	13:25 56:22	66:24	131:2
	83:22 84:5	charge	coalition
C	131:11	84:18 124:17	51:3
	137:17	charged	code
C-H-I-R-I-N-E	142:17	80:1 83:18	110:12
137:20	cases	84:2,8,13,21	145:24 146:6
C-O-S-T-E-L-L-O	84:16	cheaper	coerced
24:4	cat's	65:18 73:8	72:6 111:16
caffeine	61:15	check	coercing
66:12	caused	40:6 121:11	109:3
call	60:25	chick	coffee
43:11 75:19	cease	5:20	49:24
85:3 87:2	128:21	chief	coincidental
89:21 90:5	celebrity	31:1,6,13	ly
130:9,10	77:12	107:15	159:4
159:2 160:18	CEO	child	collaborate
called	30:24,25	59:2,4	160:4
6:17 27:22	36:18,21	Chirine	collaborating
67:10 85:11	37:2,20	137:19 139:8	158:8,15,17
89:15 90:2,	39:4,19,22	circumstances	colleague
4,8,18,21	40:1 43:12,	67:5 68:9,22	40:22
113:23	18 46:20	claim	collectively
114:15	47:7 74:4,11	123:8 124:22	16:11
148:13	91:10	claiming	college
149:14	certain	122:25	7:23 8:7,8
151:15	25:16 47:3	123:2,5,12	
		124:24	

Joseph F. Pavlik

August 20, 2024

colleges 8:5	37:23 38:3, 10,11,12,21	compensation 19:18,20,21	confusing 89:24
come 34:5 40:19	39:12,23	33:12 34:24	connect 93:13
51:4,22	42:1,4,20	35:2 43:12	connected 68:16
55:18 82:24	44:16 45:4	46:8,10	conned 42:7
83:3	48:8,11,17	152:15,22	consensus 55:17
commenced 134:24	50:12,18,22, 23 51:4,15	compete 79:3	consent 51:7 94:11
commitment 21:20 26:1, 4,5	52:16,19,23	complaint 124:13,19	96:10,14,23
commitments 25:12,15,25	53:4,5,10, 11,18 54:9,	137:16	97:2 103:22
61:24 144:19	10 55:2,4,6, 11,15 56:2,4	138:5,9,12	104:5,18
committed 61:19 77:23	57:5 58:1,2, 25 60:9	complete 11:8 44:15	109:16 112:9
144:14	61:10,13,25	completed 12:12	113:8,23
communicate 156:22	62:6 67:7,10	completely 48:8,10 58:2	115:12 117:6
communicated 140:16	68:13,16	conceding 124:22	118:19 119:1
communicating 45:5 156:18	72:13 73:3,8	concept 135:22	120:3 136:23
communication 30:21 34:16	77:23 78:6	concern 90:23 91:2	137:2 139:17
71:5 100:17	79:14 80:10	concerned 71:25	consider 64:20
107:9 157:5	82:11 88:24	concluded 161:14	consideration 136:5
158:25	92:16 93:17	condition 11:10,11,13, 15	considered 134:10
communication s 77:14,19	95:12 100:6	conduct 92:21	consist 15:17
companies 14:15,21	101:10	conference 43:11 75:19	consisted 114:3
53:14	108:19 109:4	87:2 89:20	consists 16:4
company 9:2,4,11,15, 24 13:7,12, 13,16 15:9	124:1 125:3	156:24	conspire 156:19
16:7,23 17:9	127:13,14,15	confirm 9:3 10:19	conspired 76:21
20:20,21	129:12	159:2	constituted 104:7
21:8,10 22:8	133:14,18	confirmation 139:24	consultant 15:11 29:7
23:24 25:16	136:8 142:4, 18 146:16	Conflict 32:5	consulting 13:13,14
26:6,18,22	148:13,20	confused 23:17	contact 61:2 96:17, 19,20 97:8, 10,11
27:4,17,20	149:14,18		
31:4 34:6,17	150:13		
36:6,15	151:11,12,14		
	153:14 155:1		
	156:22,24		
	157:6,12,25		
	158:12,13		
	160:4		
	company's 112:1 129:15		
	130:1		
	compensated 33:7,23		
	34:21		

Joseph F. Pavlik

August 20, 2024

153:12,21	copied	77:9,10	122:19
context	132:24	78:17,22	123:4,10
8:25 111:18	copy	79:4,8 80:1,	124:15,16
137:15	161:7,9	7,14 81:7,	125:18,19,25
continual	corner	10,11,25	127:10,17,21
42:18	5:21 145:15	82:9,16	128:21,22
continually	corporate	83:18 84:24,	130:2,16,17
41:24	35:14 36:2	25 85:1,6,8	131:9
continue	74:15	86:4,10,11	132:12,25
5:7	correct	90:18 92:5,	133:1,7,9,
continued	7:4 9:7 13:3	9,13,14,19,	10,13,23
38:4 71:5	14:1,24	20 93:3,11,	137:12,21,
contract	16:22 17:12,	20 94:6,12,	22,24,25
71:18 77:25	17,20 19:9,	13,21,22	138:2 140:2,
78:14,21	10 21:3,4	95:2,14	3,10,14,21
79:5	22:14,16	96:1,4,11	141:15,20,22
contracted	23:1,3	97:3,17,18,	142:24
14:7,10,16	24:11,18,19,	20,21 98:9,	144:23
15:6,7	22 26:19,22	10,23,24	145:4,5,21,
17:11,16,20	27:1,5,6,22,	101:5,7,11,	22,24,25
19:9,12	23 30:11	12,15,24	146:14
61:10	31:1,9,10	102:22,23,25	147:5,6
contracting	32:16 33:1,	103:1,3,4,8,	148:5,12
14:11,12	19,25 34:1,	15,18,19,24,	150:6 155:7,
36:14	13,22,23	25 104:8,9,	13,23,24
contraction	36:7,8,20	12,15,16	156:1,2,4,9,
36:14	39:20,21,24	105:1,2,5,6,	10,14
contracts	40:16,17	9,10,22,23,	158:10,11,
78:3,10	41:13,14	25 106:5,6,	18,20
144:13,14	42:23 43:7	9,10,13,14	correctly
control	45:20,21	107:12,13,	22:25
25:23 125:11	46:5,6 47:14	15,16 108:1,	correspondenc
conversation	48:1,4,5,12,	2,4,7,11,12	e
72:22 100:18	15 49:2,6	109:18,19,	21:22 55:21
120:9 140:18	54:11,18	22,23,25	158:14
conversations	56:9,11,21	110:4,5	Costello
5:10 79:20	57:9,10,25	111:10,23	24:2,4 26:11
94:5	58:8,10,15,	112:6,13,20,	70:23 71:11
convertible	19,20 60:15	21,24 113:6,	72:11 73:4,
97:16 98:6	61:6 62:19	13,24,25	22 74:9,22
102:21	63:12,15	114:4,5,12,	75:1 76:20
105:15 106:4	64:8,14,24	17,18,20,21,	91:9 105:5
108:1	65:13 66:3,	23,24 115:2,	107:15
114:16,22	25 67:15	3,6,7,23,24	112:19
115:22	68:4 69:15	116:1,2,6,7,	115:17 119:9
COO	70:4 73:23,	9,10 117:8,	120:7,18
46:20 48:12	24 75:14	9,10,11	121:17
	76:5,6,8,14	118:5 119:5,	122:13 157:4
		6,9,10,14	

Joseph F. Pavlik

August 20, 2024

counsel 5:23 6:7 11:23 18:10 83:8 129:15, 22 130:1,11 160:24	current 46:17	14 86:24	debts 144:25
countless 57:16	cut 51:7 112:7 126:4	David 6:12	December 35:4 51:5 84:23,25 85:7 87:3 89:6,25 90:3 154:12,18
couple 7:8 25:10 70:19 86:24 99:7 109:20 137:21 146:9	cutting 113:2,7	day 63:18 64:2 159:12	decide 139:13
course 11:17 71:18 73:9 102:3	damage 57:20 62:11	Daylight 5:5	decided 16:9,11 25:18 27:19 63:22 66:10 71:21
court 6:5,8 83:22 84:5,16 156:8 161:4	dark 45:6	days 91:17 109:20 159:15	decision 21:24 22:4 72:15 139:10 154:9
cover 122:18 126:21	data 64:4	deal 21:25 22:7 23:13,22 24:10 25:19 51:7 55:7 61:19 65:18 68:17 70:17, 19 71:6,21, 22 72:3,5,6, 17 91:12,14 123:24 126:5,12 135:3,14,15 142:19 143:19 158:15,17 159:21,22 160:3	decisions 26:14 45:15
COVID 88:7,8	date 47:10 69:12 86:23 98:2 99:10,11,17 113:3,13 114:1 131:23 133:8,15 134:16,19 143:25 144:20 145:2,21 148:4 149:8	Declaration 155:22	dedicated 23:12
CPA 157:12	dated 63:7 97:19 102:24 105:19 108:3 109:18 113:20 114:23 115:21 117:10 128:15 132:21 139:22 156:11	DEF 145:15 147:4 148:2	default 128:20 131:8,21 133:4
create 27:17,19 52:18 59:1	dates 34:8 84:12,	deal's 7:14	defaulted 130:15,18,21
created 20:25 45:19 47:13 48:14, 16,17 154:11		dealing 51:13	defend 65:16 79:12
creating 5:11 16:4 17:2 47:20		dealings 21:18 141:5	defendant 20:3
creation 20:18		deals 125:8	Defendants 6:13 13:2 160:20
credit 82:11		debacle 137:7	defer 35:14 74:14 77:7
creditor 60:23		debt 62:5 72:10 144:8,18,21, 22	definitely 157:7
criminal 157:9			
cure 131:20			

Joseph F. Pavlik

August 20, 2024

degree 8:2,3	21 61:25 62:8 71:10, 19,25 72:12, 20 74:6	136:23 137:2	34:15 75:21 82:14 127:12
degrees 8:9,16	76:14 96:9, 13,17 97:8, 11 98:8	describe 27:7	director 22:5 30:4,8, 11,18,20
demand 128:20 133:4	99:13,16,23 100:8,15,20, 24 101:4,24	describing 33:25	34:25 44:11, 25 45:25
demeanor 32:22	102:14 103:18 106:7,12	deserving 132:6	47:4,5 69:17,20
demise 22:8 23:23 50:23 60:25 154:25	108:10 114:6,10 115:1,4 116:9	desist 128:21	72:13 74:18 75:2,23
demises 23:24	119:15,19 121:1,9 123:1	destroyed 49:11 54:25 55:2 59:12, 13,16 61:2 143:4	76:2,11,18 77:4 81:24 89:9,12 94:3
deny 55:18	124:15,23 125:22 127:8,19	details 78:25	95:2,4 96:22 97:1 104:14 114:6,11
departure 145:21 148:4	128:3,6 130:14,19,22 131:1,25	determination 95:12	119:16,17,21 141:13
Depending 15:20,21	132:2,5,11, 15 138:18, 20,23 139:2, 17 140:12, 16,19,25	developed 67:8 158:4	directors 46:23,24 47:1 76:24
Depends 7:13	141:7,14 146:10 147:11	developing 67:13	82:9 85:15 86:4,9,22
depo 5:21	153:4,23 157:4 158:3, 25	development 20:19 70:11 101:20	87:7 88:24 89:5 90:11, 24 94:12
deposed 10:13	Deppoleto's 22:13 96:22 97:2 98:22 99:19,22	DFW 146:6,8,24	103:23 104:6 105:8
deposit 120:25 121:9	100:3,5 102:5 103:14 104:25 108:5	difference 54:16,21	109:17,25 112:23
deposition 5:16 8:23 10:3,20 11:7,22 12:10,25 47:23 71:24 72:8 161:13	112:5,12 116:4 119:3 120:14 123:7 130:16 131:17 134:3	different 10:10 14:7 20:4 34:8 48:20,21,23 87:5 117:15 149:17	113:5,9,12, 24 114:2 117:7 119:13 141:7,23
depositions 109:2		digital 94:25 110:1	disagree 127:3 132:9
deposits 121:3		diligence 86:7	disagreed 92:8 111:3
Deppoleto 5:24 21:8,13 22:4,15 23:3 24:8 25:4,18 26:2,17,21 33:12 42:20 45:4 51:3 52:22 55:6,		dime 159:4	disclosing 139:1
		direct 14:6,9	discontinued 64:17
		direction 62:2 108:20	discount 64:24
		directly 14:12,13	discovery 145:9

Joseph F. Pavlik

August 20, 2024

discuss 98:25 99:1,5 100:19 129:1 130:3,9 133:20,24 154:2	distribution 16:6 68:15 148:20	109:22 110:25 116:16 117:19 160:19	77:22
discussed 10:25 79:24 93:23 129:6 133:21	distributions 82:7,8,15	Docusign 85:22 110:12,14 111:1,8 117:13,23 118:8	double 49:22
discussion 53:12 71:2 110:9 129:9 132:7 134:12	District 137:11,17	Docusigns 119:7	double-negative 140:23
discussions 52:14 91:4 92:1 100:23 101:2 106:23	division 39:17	doing 10:8 17:3 23:22 25:23 40:15 44:1, 3,6 51:1 62:9 70:16 73:8 81:4 106:20 116:22,25 122:5 135:4, 24 141:19 153:18	downgrade 66:10
dismiss 139:7,11,13, 18	document 92:3,11 94:8,14 97:13,14,24 98:12,16,21, 25 99:1 100:20,25 102:16 103:5,19,21 104:1 105:12,13,24 106:7 108:9, 15 109:9,21 111:25 112:24 113:6,20 114:12,14,15 115:9,20,21 117:5 119:1 128:13,16,19 132:19 133:20 139:21,22 140:6,11 145:6,8 147:2 155:19,20,25 160:7	dollar 21:25 23:13 24:10 45:15 46:12 60:24 65:2 70:16, 18,24 71:12, 14,17,22 72:3,17 73:6 74:10 84:7, 20 106:23 107:7 110:9 111:11 115:16 120:11 121:23 122:7 123:24 125:9 126:12,14 127:13,16 142:19 143:19 158:15	downgraded 63:23
dismissed 83:21,24 84:6,15 138:17	document's 113:3	dollars 61:11 71:7	dozen 14:17
display 126:11 127:12,15	documentation 23:9		draw 121:15
displays 71:12 127:13,16 128:1	documents 12:9,11,13, 22 32:3 78:6 87:9 88:9 92:17,22 93:18 94:16 98:1,18		drawing 22:23
dispute 123:17 131:4			draws 121:4
disputing 127:6			drill 118:13,24
disrupted 7:15			drink 49:17 67:8
distance 158:22,24			drinks 50:6,7
distinction 22:23 151:7			due 71:17 86:6 107:19
distinguishin g 144:22			dug 157:25
distributing 67:7			duly 6:18
			<hr/>
			E
			<hr/>
			e-mail 128:18 132:24 133:8,11,17 157:2,22
			e-mails 156:17 157:20 158:1 159:1,19,24
			e-n 14:25
			earlier

Joseph F. Pavlik

August 20, 2024

36:23 38:18	70:3 74:18	entitled	69:12 112:2
99:15 107:6	75:1,23	123:8	134:16 149:8
137:9 143:25	76:1,17	epidural	150:12
early	employees	11:4	exactly
61:24 135:4,	13:23 28:17,	essentially	35:15,19
9,11 136:4,	21 29:18	22:8 38:1,3,	44:10 47:1
15	employment	11 54:22	50:17 52:4
earmarked	13:4 14:4,6,	56:1,17	60:16 61:7
24:10	9	58:24 157:15	64:18 69:12
education	encompassed	Essentials	80:3 82:5
7:17 8:19	17:7	55:22 126:3	84:4,22
16:5 17:3	end	157:6	90:21 100:14
effect	28:23 45:10	establish	148:17
104:24	58:3,11	154:10	EXAMINATION
112:5,12	72:25 92:4	establishing	6:20
119:3	122:5	154:20	excessive
effective	ended	estimate	71:14 80:19
99:10	147:18	28:15 37:16	85:19
effects	endorse	ethics	excluded
11:5	61:10	32:5	107:9 117:17
effort	endorsements	event	exclusive
55:14 57:24	77:12	72:21 99:16	78:21
58:7	energy	100:7,18	exclusively
efforts	28:3 32:21	102:14	77:17
56:8,9,12,21	50:6,7 51:8	121:13	executed
57:18 156:8	55:8,22	146:3,4,6,8,	78:14 98:16
either	81:20 126:4	25 147:22	99:2 100:21,
14:13 17:10,	156:19 157:6	148:7	25
15 50:15	158:18	events	executive
53:23 77:24	159:22	20:15 21:7	107:15
90:22 101:25	engaged	146:9	executives
102:2 118:18	140:18	eventually	158:10
141:20 150:5	enlarge	95:22	exercise
elected	102:17	everybody	7:24 8:15
77:3	105:16	19:2,15	existence
electronic	155:21	23:21 37:5	151:21
88:16 104:11	enter	everyone	expense
112:17,18	60:10	113:11	147:24
electronically	entered	156:23	148:2,11
88:11,13	105:21	evidence	expenses
employed	114:19	156:20	79:8,15,22
17:16,19	entire	157:23	80:14,22
19:8,11	13:10 67:17	evident	81:2,7 83:18
employee	entities	159:19	84:2,8,13,21
15:10 29:2	149:21 152:6	exact	85:12
69:16,20	154:10,20	9:21 23:6	146:13,17
		47:10 60:16	147:5

Joseph F. Pavlik

August 20, 2024

expertise 101:19	70:14,17	91:1 159:6	16,23 68:19,
expired 142:20	failure 52:25	few-minute 82:21	20 74:2
143:19	fair 12:7 121:25	Fighters 102:11	80:22 98:3,
explain 20:9 70:19	faith 54:9,11 57:3	filed 137:10,24	11 99:17
explained 132:12	fallout 119:24	138:2,6	102:13
express 90:23	false 139:16	139:6	105:14 106:2
expressed 71:3	falsified 117:20	154:11,18	110:8 112:5,
extensive 157:5	falsify 78:5	filing 138:11	12 135:3,13
extorted 41:21,23	falsifying 116:16	filings 53:1	156:5 159:12
42:6	familiar 87:8 151:1,5	filled 66:5	fitness 13:15
extortion 146:23	family 69:7 84:17	final 5:17 8:3	five 122:4
	far 114:1 131:15	finale 148:8	flavor 48:23
F	141:11	financial 21:18 101:21	flew 72:24 100:11
F-L-E-X-U-S 13:9	fault 140:24	103:10	Flexus 13:7,12
F-O-R-T-N-E-R 29:15	faulting 35:13	127:24 134:8	14:3,11,14
F-R-A-N-C-I-S 7:4	favor 86:2	141:5	flight 146:1,2
face-to-face 75:18	featured 62:12	financially 6:4	148:3
fact 25:7 71:10	February 139:8	financials 25:2 42:1,6	flight's 147:8
74:8 88:8	fee 122:17	44:15 82:12,	Florida 67:12
121:24	feedback 98:15	13	fly 159:5
factor 21:24	feel 11:25	find 51:4 115:12	focus 135:8
facts 55:19 73:18	feeling 11:6,18 71:4	120:21	focused 7:24 52:17
85:25 117:2	fell 143:20	finding 85:25	followed 21:20 25:13
factual 159:1	felt 37:4,5 55:13	fine 18:2 47:11	62:1
fail 21:11,12,15		74:21 134:15	following 53:23
failed 64:21 66:10		finger 62:11	follows 6:19
		fire 118:13,24	force 111:23 120:1
		first 15:2 22:17	forced 32:2,6 86:5
		38:11 52:23	111:20,22
		58:16 67:2,	forcing 32:7,8

Joseph F. Pavlik

August 20, 2024

146:22	forth	full	21:1 45:18,
forge	45:16 55:14	6:22 11:19	23 46:1,5,9,
111:14	56:12 57:12,	27:4 59:3	15,18,23
forged	19,24 58:7	132:6	47:4,7,13
88:1,3	96:20	fully	48:6,18,24,
form	Fortner	11:16	25 49:16,17
24:13 40:4	29:15 76:7	functional	50:8 51:21
46:8 51:24	122:1	54:16,21	53:17,25
52:10 54:19	forward	fund	54:8,13,14,
56:10 79:9	25:19 71:6,	25:16 26:6	17 56:9,20,
80:2,15	19	funded	21 57:8
82:17 83:19	found	50:16	58:14,18
101:13 104:5	45:10 55:8	funds	59:8,21
143:11	71:9 74:3	74:10 79:22	60:10 61:5
152:15,22	85:12 139:15	80:13,21	64:6 69:20
160:4	147:20	81:1,6 102:8	74:19 75:2
formal	156:18 157:1	106:25	76:2,18
9:16,19	159:18	107:18 122:6	149:1,13,25
16:16,19	four	125:3 131:24	150:19
45:22,24	14:19 122:3		151:3,7,8,
73:25	frame	G	15,21 152:1,
formalize	33:14 34:22		23 153:1
104:19	37:17,19	G-H-I-N-I	154:10,20
Formally	39:4 67:18	150:25	155:6,8,15
8:21	72:17 78:18	gallery	Gen's
formed	82:4 88:7	5:20	14:24
25:20 26:9	108:18	gamer	general
48:9 51:2	125:18	26:12 28:2,5	21:25 23:13
56:4 100:16	Francis	50:2,3,4,5,	24:10 32:2
formula	7:2	20 51:8,14,	45:15 65:2
50:21 60:2	fraudulent	17 54:24	70:16,18,24
63:23 65:16,	90:15	57:4 59:15	71:12,15,17,
17,18 66:11	free	60:2,6,7	22 72:3,17
70:12 126:5	11:25	62:3 63:15	73:7 74:10
formulas	Friday	64:23 70:12,	97:12 106:24
16:4 17:2	11:4	24 71:8 73:6	107:7 110:9
21:1 45:19	friends	156:19	111:11
48:14,16,17,	69:7	159:14,21	115:16
19,20 52:18	front	gaming	120:11
59:25 60:1	79:5 144:13	76:11	121:23 122:7
formulate	froze	gave	123:24 125:9
68:14	120:11	44:13 158:5	126:12
formulation	frozen	Gen	127:13,16
20:19 70:11	17:21 18:4,8	14:22 17:12,	142:19
154:8	25:3,5 30:20	16,20 19:9,	143:19
formulations	45:7 51:11	12,19 20:1,	158:15
14:9	71:5 120:6	2,3,4,12,25	generally
			27:7 36:12

Joseph F. Pavlik

August 20, 2024

104:3,17 130:13 genesis 27:16 gentleman 150:7,22 getting 15:13 20:11, 15 23:18 42:1 106:22 113:16 116:25 120:20 122:12 144:2 157:1 Ghini 150:22,23 151:1,4 gist 157:15 give 12:2 35:17 62:15 65:12, 15 73:13,19 94:2 101:25 120:2 139:17 given 10:15 60:5 79:13 goes 88:24 105:20 going 7:11 9:14 11:7,21,24 12:6 16:9,17 20:17 25:6 26:15 51:10, 12 55:7 61:24 62:15, 22 63:3 68:14 73:7 81:18 82:21 86:19 88:14 91:15 92:16 93:17 94:1 97:13 101:25 102:5 109:8 111:5	115:11,12,19 120:7 135:7, 19 137:13 145:11,23 146:7,24 147:8 148:6 153:24 156:22 157:9 158:1,14,23 159:9,10,16 good 22:7 32:5 53:18 88:21 94:10 103:6 104:2 107:8 109:15 111:11 grand 122:4,12,22 gravitated 70:9 great 53:4 55:24, 25 72:21,23 109:13 greed 50:24 ground 142:19 group 76:20 grow 59:3 guess 15:11 31:5 38:13 52:5,7 98:14 102:13 152:3 guy 26:13 29:14 108:25 109:6 116:25 117:21 153:22 guy's 116:15	guys 12:16 23:15, 25 24:16 25:20 26:10 27:17 28:24 29:1 65:17 122:23 124:2 <hr/> H <hr/> H2forlife 55:1 habits 79:13 half 14:17 82:22 hand 16:25 handle 37:7 handled 118:11,15 handling 120:12 Hang 61:15 happen 72:14 93:3, 20 happened 35:11 42:11, 19 45:9 53:3 59:5 70:20 73:15 77:6 92:25 125:14 143:1 happening 57:1 91:12 111:19 happy 12:1 harassed 41:24 111:2 harassing 32:9 harassment 31:22,24	32:1,14 33:19,24 34:12 111:24 harassments 42:18 hard 134:18 Harvey 6:10,21 17:24 18:3, 7,14,16,20 19:3,5,6 24:14 40:8 49:5,14 52:1,11 56:6,14 65:22,24 79:17 80:5, 17 82:23 83:2,5,7,10, 16,25 101:14 129:19,20 143:14 160:8,17 161:1 He'll 118:14 health 13:15 hear 17:22,25 18:1,2,6,12, 18 22:25 29:23 52:12 112:25 113:15,18,19 heard 79:15,19 84:21 113:17 136:2 148:13,18 149:19 Heath 6:5 heavily 101:21 heck 143:9
---	--	--	---

Joseph F. Pavlik

August 20, 2024

held 45:11 157:3	holds 155:17		109:18 117:8
help 16:7 34:6 156:7	Holley 16:15 18:25 27:12 34:5, 18 35:9 41:11 43:6 44:23 46:20 48:12 52:15 67:3,4 68:2 82:6,14 83:17 84:2, 12 85:13,15, 18 86:3,9 89:5,20 90:5,7,10, 18,24 130:6 137:10,18, 19,20 139:8 142:5 152:3 154:13,19 156:7 157:1, 18	I	133:11 137:17
helped 45:19		idea 52:2 71:4 107:8	industry 13:15 27:18
helpful 66:18		Ignatius 7:22	ineffective 66:8
helping 46:3 69:4		Ignite 68:16	inferior 63:21
hey 19:2 118:8,9		Illumination 148:14,16, 22,25 149:15,18, 19,22 150:13	informal 9:20
hiding 32:12		implicating 74:8	information 55:18 73:14, 20 92:17,22 93:18 120:24 125:6 126:22 138:8 156:6, 15 157:10,17 158:6 160:6
high 7:18,19 39:25		important 50:21 159:6	informed 157:12
highlighted 92:16 145:16,17 146:19		inappropriate 116:18 157:8	ingredients 48:22
highlighting 104:22 145:20	Holley's 84:8,17	inbox 85:22	initial 22:24 24:7 26:1 135:8
hijack 56:1	Holleys 139:11,14,19	inception 47:8	initially 21:19 22:11 42:11 93:8 143:17
hijacking 91:13	homes 69:4	incident 42:19	insanity 116:23
hired 70:8	horrible 71:4	incorporated 5:25 13:20 27:1,5	instance 59:25 80:23 158:21
history 13:5	hour 15:12 82:21 118:14	incubator 148:21	instigated 9:17
hold 31:12,17 36:21 37:2 43:19 44:24 70:7 112:7 151:19 157:14	hours 57:12,16 116:20	independently 25:22 26:13 73:5 147:21	institutions 7:20
holding 151:10,14	hurtful 55:23	individual 29:5 153:11, 21	instructed 140:15
Holdings 148:14,16, 22,25 149:16 151:8,16,21 152:1 155:16	Husch 128:15 132:20	individually 156:23	insurance 141:24 142:4
	hydrogen 28:1 48:25 49:1,5,9,15 55:1 57:3 59:16	individuals 72:11 75:5	intellectual 16:4
		Industries 5:25 27:1,5 44:12 94:12 103:24 107:11	intended 101:3

Joseph F. Pavlik

August 20, 2024

intending 101:10,11	investments 21:16,23		104:23 105:4
intent 158:9	22:12,13,16		106:20
intention 55:5	23:3 53:18		107:10
interested 6:4	76:14 111:10		108:21,23
interface 5:21	investor 52:6 132:5	J	109:1,5
interim 46:20 47:6 95:11,17,25	investors 42:2 53:6,7, 19 54:1	J-O-S-E-P-H 6:24	110:7,24
internet 18:11 32:15 34:13,14 43:9	invited 159:8	James 5:24 51:3 55:6 147:10, 18 158:3,6,7 159:9,13,16 160:2	112:4,11
interrogatory 12:17,19	involved 21:17,22 24:25 25:1, 24 26:6,7 28:23 37:5 38:5,12 40:19 42:20 45:4 69:3 70:10 74:25 75:4 82:12 83:23 91:3, 25 92:2 94:4 99:3 101:1, 22 103:12 107:18 120:9 127:23 134:7 137:6 141:4 149:12 150:13 154:6,9,25	Janis 40:23 42:25 43:2 69:13	114:7 115:17
interview 10:1,3		January 15:4,6 16:12 27:14 34:3, 7,18 40:16	116:15,21
introduce 42:25		Jason 21:13 23:14 25:4,19 26:9,10 28:23 29:9 31:23 34:2 35:10 41:22 45:5 47:19 49:10 50:25 52:21,25 55:5,21 56:25 57:20 58:23 60:23 61:3,18 62:7,9 63:22 70:10,22 72:11,24 73:1 74:5,8 77:16,20 78:4,19 79:12,14 80:9 85:11 88:1,3 89:17 91:2 92:19 95:13,14 96:18 97:9, 10 98:18 99:4,12,13, 25 100:10, 11,16 103:11	117:16,20
introduced 40:21 42:24, 25 43:2 69:13			119:2,23
introduction 43:8 100:7,9			120:8,11,19
inventory 102:7			125:11 128:7
invest 123:21,23	involvement 22:6 29:9 77:11 120:13		138:14 139:4
invested 24:8 72:13 100:5 125:7	IP 17:2 21:1 151:9,10,13, 19 155:17		141:9 144:8, 10,18 146:22
investigation 9:19,21	isolated 158:3		147:11,18
investment 21:19 22:3, 17,18,25 23:17,19 26:3 52:19 54:5 55:4 71:13 72:1 73:18 111:11 125:10	issued 132:3		153:6,22
	issues 18:11		156:8 157:2, 25 158:7,25 159:8,13,16 160:2
			Jason's 26:12 29:7
			Jennifer 129:17
			Jim 40:23 42:25 43:2
			job 55:25 116:23
			Joe 29:7 121:17
			joe@ takeoverind. com 133:9
			joint 103:22 104:5,18 109:10,16 113:23 117:6
			Joseph 5:23 6:16,24 95:11 155:23
			Jr 5:25

Joseph F. Pavlik

August 20, 2024

July 33:15,16 57:11,14,23 58:7 105:22 106:11 108:3 109:18,21 113:4,8,20 120:6 121:19 147:5 148:8 jumping 61:15 June 19:25 33:15, 16 45:3 47:12 57:9 62:25 63:7 71:2 72:25 76:23 77:1 108:18 120:6 121:19 147:5,9 156:20 158:3 justice 126:19 Justin 21:8 22:5	Kerby 26:12 29:5 76:4,7 120:19 121:17 122:1 Kerby's 29:13 kind 7:15 16:6 23:16 44:9 50:20 92:1 97:12 108:19 124:6 137:7 kinds 124:18 knew 61:8 62:8 69:3 114:2 know 7:20 9:7,12 12:1 18:4 21:21,23,25 22:1,5 23:17,19,21 24:25 26:6 29:3,11 30:6,7 32:22 34:15 35:8, 21 37:15,16 38:2,12 44:7,10,16 45:12 46:16 47:17 50:10, 13 51:12,17, 18,23 52:3, 4,13,20 53:1 54:4 55:16, 19,23,24,25 57:17,20,21 59:1,2,3 60:14,19,20, 22 61:9 62:1,9,23 64:11,18,25 66:22 71:3, 13,23,24 72:3 73:2,3, 16,20 78:13,	15 79:13 80:3,4,11, 16,24 81:3,4 82:5,10,18 83:21 84:4, 5,10,12,14, 22 88:21 89:23,24 91:3,5 92:1 94:5,17 97:6,12 100:10,13 101:16,18 106:19 110:8 111:4,18 114:8 115:10,14 116:18,22 117:1,16,24 118:6,10 120:4,13,16 122:3,23 123:22 124:2,8,17 125:9,11,14 127:5 128:10,12 129:8,13,14 131:10,13 134:8,14,18 135:17 136:22 137:19 140:5 141:17 142:1 144:10,13 149:8 150:7, 9,23 151:2, 20,23,25 152:4 153:7, 16 154:16, 17,25 157:7, 8 158:12 159:17 knowledge 10:4 25:6 28:11 37:8 45:8,12 46:2,14 51:7,10 70:6	75:22,25 76:3 119:11, 22 126:5 131:23 138:15 141:11,13,19 151:6,17 155:2,14,15 158:16,20 known 110:24 116:15 <hr/> L <hr/> L-O-C-K 58:19 L-V-L 27:22 labor 36:9,12,14, 18,22 37:3,8 38:5,8,13, 17,22 39:3, 5,11,17,19, 22,24 40:2, 14,18,21,25 41:2,9,10 42:22,24 43:13,15,18, 19,22,23 44:1,2,5,18 53:19 54:2, 6,11,13,14, 18,20 69:10 75:13 86:22 87:7 89:6,12 91:10 92:21 98:8 135:16, 22 152:13 Laguardia 148:7 large 5:19 larger 107:23 largest
<hr/> K <hr/> K-E-R-B-Y 76:5 K-I-R-B-Y 76:5 Kate 6:1 keep 15:22,23 16:1 67:17 68:5 81:18 102:9 keeping 35:21 81:3 Kendall 6:5 Kent 7:24 8:1			

Joseph F. Pavlik

August 20, 2024

120:18	left	liquidation	116:4,9
Las	20:21 21:2,	64:10,13	loaned
159:3	5,9,10 25:11	list	26:18,22
lasted	48:9 54:22,	65:23 119:12	106:12 115:5
95:25	23 55:12	152:7	123:9
late	57:2,6 103:3	listed	125:17,22
51:4 148:8	143:2	65:9,11,23	127:8,14,19
155:5	legal	103:2 119:20	131:25
launched	6:2,6 60:4	137:18	loaning
9:2	legitimate	listen	106:8 115:1
lawsuit	146:13	126:18	loans
9:16 20:3	147:24	literally	128:3,6,9
47:14,15,21,	148:11	55:2 58:25	130:16
22,25 48:3,4	length	59:18	131:17 134:4
56:19 57:11	60:20	litigation	location
59:18 61:12,	letter	47:20 49:11	10:9,10
18 76:23	63:1,5,7	62:5 138:19,	LOCK'DIN
123:2,8	128:14	24 139:2	14:22 58:15,
134:23 137:9	130:14	little	19 61:6
138:2,15	letterhead	11:18 15:16	62:12,18
154:11,18	128:15	22:10 30:1	63:9,10
lawsuits	132:21	35:12 36:16	64:23 66:3,
21:9 47:18,	level	45:17 66:12,	19,23
20 62:5	39:25 150:14	15 70:19	LOCK'DIN's
137:6	liabilities	87:18,22	62:18
lawyer	142:8,9,11,	95:5 97:21	locked
9:5,8 10:18	14,23 143:5,	102:17 105:3	5:13
12:24	16 144:1,6,	107:23	long
lawyers	9,17	109:12	13:16 36:21
129:7,10,11	liability	117:14 123:9	47:6 80:10
145:9	64:21 141:24	135:10 137:8	95:24 96:1
layout	145:3	143:22 148:3	142:16
147:3	liable	lived	143:5,15
lead	107:17	47:19	longer
103:10	license	living	49:13 56:18
League	51:8	55:22 69:4	90:11 156:21
102:11	licensing	126:3 157:5	look
learned	159:23	LLC	60:5 87:14,
25:7	life	13:7,9,12	15,18,23
leave	7:15 116:19	14:3,11 20:4	88:5,15
81:10,13	limited	151:7	94:16 98:1
159:10	25:5 29:9	loan	137:13
led	98:9 100:17	24:22 42:3	145:15
20:11,15	line	98:22 99:20,	158:21
22:8 27:17	79:19 94:20	22,23 100:3,	looked
70:11 158:6,	lines	14,19,24	18:3
7	116:22	102:5 103:18	
		108:6,11	

Joseph F. Pavlik

August 20, 2024

looking 65:3,8 87:10 119:12 123:2 129:6	22:4,12,15 23:3 25:12, 15,25 26:1 32:10 34:4 43:8 45:15 49:8 53:19 61:24 65:17 66:7 76:14 82:6 100:7 105:21 114:19 121:1,9 128:11 131:12 139:10	29:9 77:17 manager 76:12 manipulated 78:4 117:20 manipulating 116:16 Manny 60:11 61:17, 21 62:12 77:18,22,25 78:13,20 144:8,22 mantra 55:16 97:12 manufacturer 49:12 59:17 March 30:15 36:24 37:3,18 39:3 40:2 41:5 68:21,23 136:16 137:24 138:3 139:22 140:9 marketing 7:25 14:8 16:8 17:4 45:20 101:20 102:7 120:12 Marty 153:11,13,17 Mary 6:1 master's 8:4 matter 5:24 72:12 matters 16:25 Maurice 75:6,8 Mcbride 10:2 16:15 27:12 35:8 41:11 43:6 67:23 79:7,	21,25 80:6, 12,21 81:1, 6,10,23 89:5,20 100:6,8 105:4 112:19 114:3 119:8 130:6 140:1, 9,13,20 141:1,8,15 mean 14:14 17:8 21:14 22:12 25:14 31:24 32:1 38:7,9, 22 40:5 41:23 44:11 58:3 59:5 62:10 64:11, 18 78:5 80:8 87:8,9,10 88:19 94:3, 15 95:8,21 96:16 97:7 101:7 102:7 109:5 110:14 117:1,18 118:1,6 119:15 123:20 126:20 131:10 133:17 134:17,21 135:2 136:12,13 140:11,15,17 141:9,17 144:12 146:15 meaning 78:24 79:1 82:7 means 23:2 95:14 131:7 meant 39:13 54:3
looks 18:8,21 86:25 87:8 94:25 95:3 110:1 117:14 118:1			
loop 125:16			
losing 62:4			
lot 20:22 22:9 30:21 34:8 60:4 88:1 91:25 94:4, 15 97:25 117:17 118:7 122:13,23 126:7 143:9, 24	main 135:8 maintained 32:25 141:23 major 144:6,9 majority 44:18 120:20 make 10:21 12:1 34:9 39:18 48:24 49:16 50:2,3 53:18 71:1 73:19 84:17 97:21 107:23 109:12 160:10 makers 126:3 makes 48:25 49:1, 5,17 95:12 making 11:17 26:14 32:9 55:1 man 109:1 125:12,13 manage 38:4 managed		
loud 10:21			
LTNC 30:24,25 31:3 36:5,10 53:15 75:12 149:13 150:2,21 152:8			
lump 23:18			
LVL 27:22,25 28:7,10,13 52:23,24 62:18 63:12, 15 64:23 79:4			
M			
made 21:16,19,20			

Joseph F. Pavlik

August 20, 2024

media	8:6 11:14	150:22,23	151:10
26:12 29:6,	26:11 29:17	151:1,4	154:14
14 66:24	35:24 36:5,	152:3 154:13	molestation
76:12	23 49:10	156:7 157:1,	59:4
medical	73:10 107:6	4 159:10,11,	moment
11:13,14	134:21	13 160:2	94:2
meet	135:21 136:3	million	money
67:2,23	157:11	19:23 20:24	23:20 26:18,
68:18 72:24	merger	23:11 24:7,	22 50:18
75:18	149:5,11	21 41:15	51:21 52:16
100:10,11	150:5	46:5,11,12	53:24 73:8
147:10,18,20	met	60:24 61:10	79:8 80:7
meeting	67:4 68:12,	71:7,17,20	99:24
51:6 72:20	20,23,24	72:4 77:21	101:10,17,24
76:23,25	75:15,16	106:13 115:6	107:7 120:14
77:4,9	99:16 100:8	121:3,22	123:1,3,22,
81:19,22	140:17	123:9 125:17	23 124:7,14,
84:24 85:3,	146:10	132:16	23,25 125:7
10,11,16	Metzger	mind	126:13
86:25 87:3	6:1	72:7	127:4,6
89:16,22,24	Mexico	minimal	131:1 132:10
90:2,3,6,10,	32:13 72:24	33:13	140:13,20
17,25 91:6,8	99:13 100:1,	minute	141:1,8,14
95:6 99:14	11	62:16 112:8	154:3,6
102:13 126:3	Michael	118:24	160:5
147:13,16,19	67:2,4 83:17	minutes	month
159:3	91:9 105:4	25:10 39:8	15:18,19
meetings	107:14	83:6 85:20	16:10,12,18,
44:25 45:2,	137:10,18	118:14	22 33:13,23
11 156:22,24	139:8	125:21	34:21 43:14
158:5,13	microphones	misappropriat	122:4,12,16
Melissa	5:9	ed	monthly
58:23 59:15	middle	107:18 125:7	15:15,17
member	7:1 56:19	misappropriat	months
31:14,16	Mike	ion	7:9 36:24
46:1 85:7	16:15 18:25	74:9	122:18
138:1	24:2 27:11	misdirected	motives
members	34:5,18 35:8	23:20	158:9
84:17 105:7	44:23 46:20,	miserably	Mount
memorialize	25 48:12	70:14,17	7:23 8:7,9
98:21	63:22 68:1	missed	Mountain
memory	69:22 70:22,	58:16	89:19
23:7	23 71:11	missing	move
mention	72:11 73:4,	160:20	7:8 25:18
50:20 52:24	7,22 85:13	mistaken	51:14 60:8
58:21	90:22	74:5 126:13	71:6 112:15
mentioned	121:16,17	127:11,25	125:12
	142:5		137:23

Joseph F. Pavlik

August 20, 2024

moved 74:4	126:23 161:4,6,9	112:6,13 114:16,22 115:23 116:5 119:4	24:13 40:4 51:24 52:10 54:19 56:10 79:9 80:2,15 82:17 83:19 101:13 143:11
moving 16:24	needed 34:6 42:3 44:16 56:18	notes 25:2 74:6 106:19 123:21 160:10	obligation 53:17 54:7 55:13
multi-page 145:8	negotiated 128:2,5	notice 117:15 128:20,24 130:15 131:16,20 133:4 134:2	obligations 130:19,22 131:8
multi-year 61:20 144:14	negotiation 51:13	notifying 138:23 141:7,14	observer 88:19 95:8
<hr/>	negotiations 57:17 103:10 149:11,12	November 51:5 81:16 86:25 88:6, 10 89:12,18 90:1 91:24 95:7,16 127:20 128:15 129:22 132:21 156:3,11	obtain 50:8
N	nephew 100:5	number 47:18 69:6 78:6 97:8	obvious 125:14
N-E-X-T 14:25	Nevada 47:16,22 48:4	numbers 145:14	obviously 111:9 117:3 123:21
N-X-T 27:22	never 15:5 42:5 45:24 47:3,5 52:14 75:16 82:10,11,12 95:18 96:3,9 101:21 131:11,12,13 138:20 140:12,16, 17,19 146:15	nutrition 7:25	occasions 96:17
NACS 81:18,21 90:15 91:12 159:3,5,12	news 149:7	NXT 27:22,25 28:7,10,13 52:23,24 62:18 63:12, 14 64:23 79:3	October 21:6 28:16 72:19 81:16 90:14 125:24 126:1 127:9 142:20,22 143:7,17,24 144:1
name 6:1,23 7:1 27:3,4,25 28:4,5,7,10, 13 29:5,13 36:10 40:22 58:14,18 69:23 88:18 89:10 96:25 150:7,10 151:4 153:15 160:1	night 126:21	Object	officer 29:20 30:2, 7,10,18,19 31:2,6,13 32:25 33:3,8 34:25 45:25 69:17,19 74:18 75:2, 23 76:1,17 96:21 97:1 107:15 141:13
named 150:22	nominal 122:17		officers 46:17,21 141:6,24
names 24:3 44:9	Nootropic 49:17,21,24 67:8		
nature 10:22 45:20 61:7	note 5:8 97:17 98:7 99:18 101:5,6,8,16 102:22 103:15 104:25 105:15 106:4 107:17 108:1,7		
necessary 104:24 112:4,11 119:3			
neck 11:3,4			
need 10:23 51:14 91:5 109:6			

Joseph F. Pavlik

August 20, 2024

official	115:14	106:2,15	outcome
19:17 29:4	117:25	107:3,20,25	6:4
30:9	118:25	110:22	outside
officially	119:18	114:19	130:10
30:6 64:11	121:13	117:14 130:7	133:24
Ohio	122:21	132:18,20	outstanding
7:7,11 13:22	124:12	146:10	46:15
okay	128:19 129:8	147:1,4	outweigh
8:22 10:12	130:13	148:1 150:4	142:11,14
11:2,21	132:19	151:2,9,13,	outweighed
12:3,4,8,9,	133:19 138:5	15 153:18	142:23
21 13:10	140:7,8,12,	154:4	143:16 144:2
14:2 18:7,	19 144:4	one's	145:4
15,20 19:5	145:1,6	151:10	outweighing
24:24 26:24	146:12,18	ones	143:6
34:20,24	147:1,15,23	74:5 107:16	overseeing
35:22 36:5	148:1 153:8	152:9	39:23
38:20 39:10,	157:21 161:3	ongoing	oversold
22 40:1	once	138:16	42:2
47:24 53:16	8:24 16:23	opened	owe
54:3 62:22	25:4,7 71:3	155:13	54:7
63:2,9 64:5,	103:9 110:8	operate	owed
22 65:8	121:8	26:13	140:9,13,20
66:16 70:3	124:14,25	operates	141:1,8,15
77:3,7 79:7	132:10	58:14,18	owned
80:18 83:1,	159:18	operating	13:16 54:18
7,11 84:7	one	25:21 44:16	owner
86:19 87:1,	8:16 9:5	73:5 133:14,	13:18,19
12,25 88:2,	10:9 11:23	18	owners
6,14,18,22	12:6 14:14,	operational	41:12
89:1,9,15	20,24,25	151:11	
90:5,9,17	20:6 23:24	opinion	
92:15 93:5,	25:9 30:10,	120:11	
25 94:1,8	12 44:7	opportunity	
95:1,5,20,24	49:23 51:12	68:13 70:21	P-A-V-L-I-K
97:5 98:5,	53:12,14	orchestrator	6:25
20,25 99:5,	58:21 61:15	29:6	p.m.
19 102:15	62:15 63:14	order	5:2,5 83:12,
103:7,13,20,	64:3 65:7	17:1	15 160:13,16
21 104:3,21	70:13 77:20	orient	161:12,14
105:11 106:3	79:19 84:15	98:4	Pacific
107:4,10,20	87:5 89:24	original	5:5
108:13 109:7	90:4 91:5	50:22	Pacquiao
110:11,16	92:4 94:2	originally	60:11 61:5
111:12,25	95:9 100:18	70:8 85:18	62:12 77:18
112:16	102:15,21	119:25	78:21 79:2
113:20,22	103:20		144:22
114:9,14	105:11,19		

P

Joseph F. Pavlik

August 20, 2024

Pacquiao's 77:25 78:13	participants 5:16	payroll 122:5	102:7,9,14 144:8,21 146:5,6,8,24 147:11,21 148:7,8
page 12:2 87:12, 13 88:15 94:18,19,24 104:10,11,22 108:15 109:24 112:2,10 117:12 119:1,20 124:5,10 146:19	particular 31:17 145:19	pays 80:10	phone 34:15 79:11 85:3,5
parties 5:8 19:1 99:3	partners 158:9	pending 47:14 48:1 57:12	phones 57:16
party 6:3 44:2 139:23	passed 77:8	people 9:23 29:16 35:20 54:10 55:11 72:5 92:4 119:12 121:24 135:18 137:21	phrasing 144:5
passionate 69:6	past 10:24 11:1	peoples' 122:8	physical 111:22
Patrick 6:10	Pavlik 5:23 6:16,24 17:23 19:8 65:25 83:17 86:20 95:11 105:14 119:8 126:15 155:23 160:18	percent 72:4	physically 32:7 37:21 88:9
pause 29:22	pay 7:14 41:7 60:25 61:21 66:19 72:5 76:15 121:19 123:3,13	period 33:9 41:25 81:12 82:2 95:25	physiology 7:24
Pavlik 5:23 6:16,24 17:23 19:8 65:25 83:17 86:20 95:11 105:14 119:8 126:15 155:23 160:18	payment 103:14 128:1,21 133:5	permanent 86:12,17 96:4	pick 5:9
paperwork 152:5	payments 121:21 131:12 152:15,21 153:3,8 154:1,7	person 10:6 18:22 43:9 44:21	picture 159:13
paragraph 93:24 95:10 98:3,20 104:21 112:3 156:5 158:2, 21	pay 7:14 41:7 60:25 61:21 66:19 72:5 76:15 121:19 123:3,13	personal 66:24 79:8, 15,22 80:7, 13,22 81:1,7 83:18 84:2, 8,13,18,21 141:11,12,19 158:19	pillaged 57:5
Pardon 31:25 128:4	payment 103:14 128:1,21 133:5	person 10:6 18:22 43:9 44:21	pinpoint 134:19
parent 31:4 36:6 38:17,21 39:12	pay 7:14 41:7 60:25 61:21 66:19 72:5 76:15 121:19 123:3,13	period 33:9 41:25 81:12 82:2 95:25	place 5:7
part 5:19 17:5 32:24 58:17 63:24 66:9 70:15 76:13	payments 121:21 131:12 152:15,21 153:3,8 154:1,7	personal 66:24 79:8, 15,22 80:7, 13,22 81:1,7 83:18 84:2, 8,13,18,21 141:11,12,19 158:19	plain 108:9
partially 42:16	payment 103:14 128:1,21 133:5	personally 100:19,23 150:9	plaintiff 5:24 6:11,17 137:18
	payments 121:21 131:12 152:15,21 153:3,8 154:1,7	Pettis 100:4,15 102:12	plane 146:22
	payments 121:21 131:12 152:15,21 153:3,8 154:1,7	PFL 61:18,20 72:21 99:16 100:7,18	planned 91:16,20,22 93:22
	payments 121:21 131:12 152:15,21 153:3,8 154:1,7		planning 101:23
	payments 121:21 131:12 152:15,21 153:3,8 154:1,7		plans 7:8
	payments 121:21 131:12 152:15,21 153:3,8 154:1,7		play 144:6
	payments 121:21 131:12 152:15,21 153:3,8 154:1,7		please 5:8 6:7,23

Joseph F. Pavlik

August 20, 2024

7:21 13:5	presence	46:25 52:6	18 63:20,21
29:25 102:18	130:11	58:3 64:4	64:17 66:6,
106:17	133:25	65:5 66:5	20,23 79:3
107:24	presentation	67:22 70:15	154:7,23
108:14 115:9	159:25	71:20 72:25	155:3,6,8,
116:12 129:3	presented	74:12 81:15	12,16
155:21	125:2 160:2	88:12 90:7	Professional
point	president	91:2 98:13	102:11
25:22 26:14	44:4,5,6,12	99:3,11,14,	profitable
30:10,12	95:11,17,19	17,25 102:6	124:2
36:19 47:2	96:4,10,15,	120:17,20	promised
51:12 58:2,	23 104:23	122:2,3,12	103:17 116:8
13,21 62:10	107:11	126:22 128:7	promising
80:4 90:12	108:23	130:8 134:21	108:10
96:20 107:8	112:1,3,10	135:2,9	promissory
121:2 124:21	119:2	139:5 142:5,	102:22
131:1,5,9	pretty	20,25 145:5	103:15
134:23	16:6 17:7	146:2,3,7	108:1,7
135:17	21:21 95:22	149:20	115:23 116:5
151:17	125:13	151:15,19	promoted
poorly	157:15	153:24 155:4	66:23
72:2	price	problem	promoting
position	65:9,23	66:17 79:10	79:3
19:14 30:22	primarily	proceeding	pronounce
31:8,17	14:7 16:3	5:22	69:23
32:25 33:7,	primary	process	pronouncing
19 36:21	21:24 22:1	127:1	137:20
37:2,6 43:23	prior	131:16,20	properly
81:24	12:12 16:25	134:3	53:1
positions	27:19 33:20	produced	property
43:19	57:18 58:22	145:9	16:5
possible	86:7 143:2	product	proposed
66:14 111:15	144:18	16:8 50:24,	93:7
118:2,4,6	159:15	25 55:25	protect
126:16	private	59:2 62:21	118:16
Possibly	5:10 45:11	63:12,24	protecting
88:17	51:6 52:6	64:21 66:8,	118:15
potential	55:7,11 56:2	10 67:7,14	proved
59:4 157:8	81:21 109:4	68:14 70:10,	9:10
potentially	126:2 147:12	14 71:8,14	proven
158:5	158:4 159:21	101:19 102:6	82:19
premium	probably	159:14	provide
70:25	15:4 21:6	products	98:15 126:23
prepare	22:22 23:8,	20:20 21:1	132:15 138:8
12:10	10 26:8	27:24 28:8,	provided
prepared	28:15,22	9,13 48:23,	15:9 96:9
83:9 160:25	33:5 35:17	24 49:16,25	
	36:24 43:10	50:18 62:13,	

Joseph F. Pavlik

August 20, 2024

providing 130:15	160:6	rape 59:5	138:7,10,13
provision 91:16 92:15	putting 59:17 101:17	raped 57:5	receivable 139:23
93:16		ratios 48:22	receive 19:18,20,22, 24 20:10
public 53:10,11	Q	reached 34:2 157:13	34:25 122:19,20
136:6,7,8, 11,18,21	Q4 28:15	reaction 128:23	received 20:24 46:4,8 103:13 108:5
pull 64:4 137:14	question 23:23 29:23	read 98:3 116:22	116:3 124:14
pulled 23:18 25:18	44:22 57:22, 23 58:4,22	140:4 161:8, 9	129:2 132:11
63:19	88:21 112:25	reading 35:18 140:5, 7	133:19 152:14,18, 21,25
purchase 40:25 97:17	113:15	real 9:3,15 14:6	receiving 20:7 31:23
98:7 101:5	126:10	22:6 62:23	128:23
104:25	141:21	reality 71:23	131:15,19
105:15 106:4	143:13	reason 11:15 22:2	134:2 159:14
112:6,13	153:6,11	35:18 42:16	recipient 128:18
114:16,23	question's 126:7	55:3 56:3	recognize 63:10 87:6
119:4	questions 9:6,23 11:9, 25 12:6,14, 15,18,19	63:24 66:9	94:14 97:23, 25 103:5
purchased 41:2 80:3	66:15 127:3	71:24 81:17	104:1,2
135:23	160:23	160:5	128:16
purchases 84:18	quick 62:23	reasons 70:13	recognized 103:6
purchasing 142:3	quickly 66:14 95:23	recall 16:19 23:11	recollection 36:4 81:14
purport 91:8	126:16	24:23 29:19	reconnect 67:20
purpose 5:11 61:4	quite 20:9 38:24	35:19 50:14	reconnected 68:7,10,17
85:10 98:21	53:20 77:2	63:8 64:1	record 5:5,8 6:8
104:18,19	130:24 144:5	68:11 72:20	18:20 34:9
146:1	155:4	75:20 76:24	35:15 36:2
purposes 98:9 127:2	R	77:1,5 83:21	74:15 83:9, 12,15 119:23
Pursued 8:3	R-E-I-T-E-R 129:19	86:17 90:21	127:7 160:9, 12,16,25
put 54:9,11	Racoon 7:6	91:22 98:17	161:5,12
55:14 56:12	raise 160:4	99:6 110:15, 19,21 111:17	
57:12,18,23	range 33:11	114:13 121:8	
58:7 71:6		128:19,25	
93:15 95:3		130:5,12	
107:6 111:5		134:22	

Joseph F. Pavlik

August 20, 2024

recorded 10:4	relationship 40:23 48:6	26:20 27:2	17,23 95:10
recording 5:7,12	49:12 54:25	29:25 58:16	resource 61:2
records 40:6 63:19 77:5,7 89:7 157:1,2,22	55:24 57:3 59:17 61:1 77:16 100:14,16	92:10 93:12 99:21	respect 13:14 95:13 107:19
recovery 69:5	remainder 121:23,24	rephrase 12:1 123:6	responsibilit y 96:8
reduced 70:12	remember 39:7 77:3 89:15 98:2 108:17 110:22 111:3 121:7 134:16 146:4	reported 23:9 85:13 97:9	responsible 72:10 142:3
reduced-cost 71:8	remembered 110:6	reporter 6:5,9 18:2 49:4 51:25 65:14,21 82:20 83:1, 3,6 129:18 161:4,6	rest 23:13 24:15 42:12 127:2
refer 91:20	remembering 35:13	representing 51:6	result 84:5
reference 36:3 76:22 88:8 89:21	remote 5:21 6:1	reprimanded 81:5 96:18	retained 42:13
referenced 24:17 70:18	removal 86:12	required 16:7	return 101:25
referencing 39:13	remove 5:15 85:14 86:8	resembles 50:4,5	returned 42:4 65:1
referring 12:17 24:1 31:5 87:4 105:20 106:3 156:12,15	removed 156:8	reserving 160:18	revealed 156:9
refrain 79:2	removing 86:3	resign 31:20	review 12:9,21 23:12 92:17, 21 93:18 98:11 138:5
refused 60:25 61:21	rep 70:7,9 73:25 74:3	resigned 30:16,23 31:7 32:14 33:18,24 34:11 40:5 42:17,21 89:13 119:25	reviewed 77:24 78:2 152:5 156:1 159:1
regard 17:3 39:3,11	repaid 101:18 130:25	resigning 42:22	reviewing 120:23 121:7 140:6
Reiter 129:17 130:4 133:22,25	repay 101:4,11 103:17 108:10 116:8 131:17 132:2 134:3	resolution 16:17,20 86:21 87:6 93:2	revision 70:12
reiterate 11:24	repayment 102:1,3	resolutions 77:8	rid 41:20
rejoin 34:17	repeat 11:12 17:13	resolved 91:16 93:10,	right 5:21 17:4 18:5,8,16 19:7 29:19 31:7 33:22 36:11 37:12 42:19 62:14
rejoined 34:20			
related 6:3 139:23			
relation 37:22 43:22			

Joseph F. Pavlik

August 20, 2024

66:4 70:1,2		93:4 94:11	secret
73:14 78:19	s	95:1,10,15,	45:14
88:22 109:14		21 97:16	secrets
113:17	S-C-H-A-D-E-L	98:24 101:6,	59:20,22,23
114:13 117:5	37:11	8 102:21	Secure
126:2,19,25	Saint	103:22	102:21
128:14	7:22	105:14,21	secured
129:24	salaries	115:22	107:25
137:20	23:14	139:23	115:22
145:15,17	120:15,18	145:23	see
146:21 147:3	121:18	155:22 156:6	59:3 62:24,
156:13	122:8,14	Schadel	25 63:1,2,17
157:11	124:3 125:8	37:10,11,18	64:22 65:6,
158:24	sale	39:2 40:1,9,	8,22 82:13
160:8,18	64:10,13	22 43:1,3	86:21 88:25
161:9,11	Salem	69:9,16	89:3,21
road	75:6,8,15	school	91:7,15,18,
16:23	sales	7:18,19	19 94:9
role	14:8 16:5	science	97:14,15,19
37:7 45:18	17:3 23:14,	7:25 8:12,15	98:20 101:7
73:25 76:9	25 24:16	31:1,6,13	102:16,19
91:9 96:7	25:20 26:10	scope	105:4,13,17
150:12	28:24,25	15:21,23	106:25
roles	63:20 65:6	16:1,3	107:2,22
70:7,10 74:1	70:7,8 73:25	screen	108:24
room	74:3 101:20	5:20 18:4	109:11
32:10	save	62:16,22	111:10
round	51:15 52:19	86:19 94:1	116:14,21
12:15 110:8	55:4,14	screens	118:16
ruined	56:4,12,25	5:13	125:13
61:3	57:13,24	scroll	128:17
rules	58:8 73:8	63:3 91:7	132:22
10:20 11:22	115:13	129:3 133:5	137:23
run	saved	SEC	139:24 140:1
54:22 55:7	56:13 57:6	9:3,5,9,17,	145:10,14,16
142:18	58:9	19 10:1	155:20
running	saying	second	seeing
39:17 52:19	22:6 33:22	17:22 61:16	88:7
108:19	88:2,4 102:9	62:15 106:19	seek
rush	121:3 132:17	107:25 108:6	136:23
118:12	136:13,17	114:15,25	seeking
126:20	143:8,17	119:4 133:4	96:22 137:2
rushing	145:1 158:12	secondarily	select
118:20	says	103:11	158:5
Ryan	66:1 88:19,	seconds	self-employed
37:10 40:5,	22 89:18	160:9	13:6 14:2
22 43:3	91:16 92:16		sell
			16:8 63:23

Joseph F. Pavlik

August 20, 2024

64:23 66:7 155:16 selling 65:5 67:13 154:23 155:3,6,8,12 sense 71:1 sensitive 5:9 sentence 16:14 67:9 156:5 separate 48:8,10 53:13 144:24,25 separated 51:3 73:3 separating 151:18 September 30:15,17,22 31:8,20 33:1,16 34:12,16,22 35:4 36:24 37:3,19 39:4 40:2 42:17 43:16 81:15 82:4 121:20 series 20:13 21:7 serve 61:5 served 126:19 services 74:24 75:4 set 18:7,17 21:10,12,14 52:25 81:19 117:3 151:23 setting 5:15 119:18	settle 132:4 several 132:12 158:4 Sexton 6:12 18:1, 23,25 24:13 40:4 51:24 52:10 54:19 56:10 79:9 80:2,15 82:17 83:19 101:13 143:11 160:22 161:2,6,8 shady 108:25 shaky 106:22 shame 53:3 117:4 share 62:15,22 86:19 94:1 shareholder 44:18 75:10 shareholders 51:16 52:20 53:8,9,10 54:4,6 55:5, 15 56:5 103:23 104:7 109:17 117:7 135:18 shares 19:20,23 20:8,12,24 41:8,16,18 42:2,3,7 46:5,7,12,14 55:10 101:17 102:1,2 132:3 146:23 sharing 158:8 sheets	15:22,25 shipping 71:14 shopping 80:1 short 99:8 shortly 26:8,23 72:23 99:12 135:24 155:13 shot 28:2,3,5 50:4,5,20 51:8,14,17 54:25 57:4 59:15 60:2,6 62:3 63:15 70:12,24 71:8 73:6,8 156:19 159:14,21 shots 50:2,3 60:7 64:24 65:1 show 68:12,25 81:18,21 89:7 90:15 97:13 105:11 107:21 109:8 114:14 115:19 128:13 139:21 145:6 147:3 155:19 159:5,8,9, 11,12 showed 157:7 showing 102:15 117:6 shut 58:24,25 59:14 61:13 sic	34:3 side 11:5 38:6 79:19 126:5 161:7 sideline 34:4 sign 32:3 78:10 85:22 92:3,4 94:6,7 105:8 110:17 111:2,4 112:23 113:5 114:11 115:13 120:1,3 146:23 161:8,10 signature 87:13,14,15, 24 88:3,5, 15,16 94:20, 23,25 104:11 110:1,4,7, 12,14 111:15 112:17,18 115:11 117:23 signatures 88:1 signed 60:24 61:19 74:6 92:7,11 95:1 104:13, 14 105:5 107:1,3,10, 14 108:21 109:25 110:19,22 111:20 113:3,11 118:2,4,9, 18,19,23 140:1 144:9 156:1 signing 88:9,11 98:9
--	---	--	---

Joseph F. Pavlik

August 20, 2024

110:15,20,21 111:3,21 silent 45:6 similar 10:8 simpler 126:7 single 145:12 sir 7:5 10:14, 16,25 11:20 13:11 66:13 75:3 82:20 108:15 sit 96:25 142:7 154:22 site 65:4 situation 32:5,21 34:4 111:7 skip 10:24 11:1 SMART 36:9,13,18, 22 37:3,9 38:8,13,17, 23 39:3,5, 11,19,23,24 40:3,14,18, 21,25 41:2, 9,10 42:22, 24 43:13,15, 18,19,23 44:1,2,5,18 53:19 54:2, 7,11,13,14, 18,20 69:10 75:13 86:22 87:7 89:6,12 91:10 92:21 98:8 135:16, 23 152:13 sober	69:3 social 26:12 29:6, 14 66:24 76:11 sold 27:24 28:6, 9,13,14 62:18,21 64:4,19 65:4,7 66:2, 7 sole 13:18,19 solicit 100:2 solicited 99:19,22 soliciting 77:12 sort 9:13 15:11 16:16 25:5, 20 45:22 50:23 53:16 sought 97:2 sound 35:12 70:1 78:17 151:1, 4 sounded 85:19 143:21,23 sounds 70:2 80:19 143:7 speak 10:17 11:20 12:24 85:18 speaker 5:14 speaking 36:12 104:3, 17 130:13 special 76:23	specific 28:4 specifically 15:8 68:11 127:5 128:25 specifics 60:14 speed 11:19 spell 6:22 13:8 24:3,4,5 29:11 49:21 spelled 150:25 spending 79:13 spent 71:13 79:7 80:12 132:10 spinoff 91:17,20,23 93:22 134:11 135:5,7,11, 19,24 136:14,24 spinout 134:10 137:3 split 108:18 spoke 138:20 spoken 75:17,21 spotlight 5:15 spotlighted 5:13 Springs 57:3 spun 136:19 squashed 137:5 stand 102:10	stands 36:9 126:12 start 15:2 27:8,13 37:14 40:14 60:7 120:3 start-up 17:9 started 16:8 27:8,9, 11 37:8 40:15,24 48:4 56:20 57:8 69:10 71:2 73:1,5 102:14 106:21 108:19 starting 55:3 67:21 110:7 starts 147:4 148:2 startup 50:9 state 6:7,22 7:12, 24 8:1 13:20 77:6 85:12 statement 11:18 25:14 145:11 states 79:6 status 29:4 30:6,9 stay 7:11 steal 60:6 101:23 step 37:6,25 stepped 37:24 81:23 stick 66:15
---	--	--	--

Joseph F. Pavlik

August 20, 2024

stipend 15:15,17 17:2	sucked 121:25 124:8	106:1,18 107:25	T-Z-A-N-E-T-A-T-O-S 69:25
stipulation 139:7	suffered 69:7	108:16 116:13	tabs 81:4
stole 54:24 58:23 59:15 60:2	summer 33:6 74:12	120:16 122:4 123:7,19,25	take 5:7,19 16:12,17
stolen 57:4 59:14 126:6	Sunrise 67:12	124:4,9,20 126:22 129:4	55:6 56:1 60:6 82:20
stop 33:3	supplement 128:3,6	130:24 131:18,22	85:23 103:20 104:24
stopped 25:17 45:2 56:7,15 72:9 156:23	support 6:2,6 25:15 26:7 61:25	132:1 133:16,18	105:11 106:15 109:4
store 59:14 71:1	supported 70:16	134:5 138:14,25	112:4,11 119:2 120:24
straight 34:10	supposed 41:25 93:3, 10,20	139:4,12,16, 20 141:9,16, 25 142:2	132:18 147:1 156:19 159:21
straining 87:21	supposedly 41:25	143:12,15 144:5 148:17	taken 5:23 8:23 34:18 38:1,2
stranded 55:12	sure 9:8,21 10:21 12:1 20:9	150:12 151:19,22,24	55:10 63:18 83:13 116:18,19
strategically 158:7,8	22:19 28:19 29:3 30:9	152:2 154:21 155:4 160:10	121:4 136:17 160:14
Strongsville 7:7	34:9 35:7, 11,23 36:2	surprise 90:9,13	Takeover 5:25 9:2 14:22 15:3
studies 8:4	37:17 38:15, 24 39:18	suspend 91:9	21:2,5 22:16 24:8 25:11
stuff 51:9 101:21 117:17	40:7 44:20 47:1,10 48:2	suspended 91:17 121:20,21	26:25 27:3, 4,8,9,11 28:17,21
Subject 160:17	50:10,17 53:20 60:12, 16 61:7 63:6	swear 6:9	29:2,17,21 30:2,4,8,11
submitted 12:12	65:22 66:17, 21 67:1	sworn 6:14,18	31:2,5,8,12, 21 33:1,4,8
subservient 38:21	69:12 73:19 75:9 76:15	systems 48:23	35:1,3 36:6 38:10,17,22
subsidiary 38:14,18,20	78:23 82:23 83:5 87:20	T	39:14,15,19 40:10,14,16, 19,21 41:1, 3,12 44:6, 12,19,24
substance 10:19 129:9	88:17,20 91:21,25	T-PAIN 77:15,22 147:13,20	45:1 48:7, 10,14,16
substantiate 9:14	92:24,25 93:1,6,9,25	T-Pain's 63:14 77:24	
	94:17 96:12, 24 97:23	t-r-o-p-i-c 49:22	
	102:8,19 105:17		

Joseph F. Pavlik

August 20, 2024

49:1,5,8,13	127:4,6,8,	43:22,25	thanks
50:22 51:6	17,18,19	47:21 53:7,	62:6
52:22 54:17,	128:2,5	14,15 90:1	that'd
21 56:8,13,	130:15,18,	109:21	92:14 109:13
15,25 57:13,	21,25 131:8,	122:22	thereabouts
24 58:8	16,20,24,25	125:12,20	69:11
59:7,20	132:2,10	135:12,18,24	thing
60:23 61:3,	133:11	136:1 150:4	55:12 65:19
9,12 62:6	134:3,10	153:17	66:17 71:19
64:6 65:4	135:1,16,23	157:17	73:2 75:3
66:19 67:21	136:6,7,10,	tanked	120:11 124:7
69:17 70:4,	21,24 137:2,	63:25 65:19	137:5,14
25 73:23	3,10,17	team	144:23
74:11,20	138:2,23	70:16	145:12,19
75:24 76:10	139:6,10,13,	tell	things
77:4,12	18 140:9,13,	109:6 126:18	9:13 10:21,
78:1,11,14	20 141:1,7,	138:18	22 25:9 32:2
79:8,22	8,14,15,23	140:25 145:9	45:20 53:2
80:1,7,21	146:13	telling	106:21
81:1,5,6,9,	148:23	25:11 39:7	117:18
24 82:7	149:23	45:17 118:20	118:7,12
83:18 84:3,	150:16	130:23	120:1
9,13,18,23	152:16,19	temporary	think
85:15 86:3,9	153:3,4	86:13,18	10:2 31:19
91:17,23	154:22 155:3	term	33:11 38:4
93:22 94:12	Takeover's	123:20	43:10 44:11
95:2,17	80:13 82:8	134:17 136:2	60:15 62:20
96:22 97:1	90:11 104:23	terminated	63:17,19
98:7,22	105:8 112:3,	49:9	64:3,9 65:3
99:20,23,24	10 119:2	terms	66:4 68:11
100:2 101:3,	129:22	77:8 95:24	73:11 77:21
11,23 102:5	142:7,9,23	101:4 108:9	83:23 84:15
103:13,17,23	143:16 145:3	110:18 128:8	86:17 91:11
104:8,15	Takeovers	154:2 158:24	95:14,18,22
106:8,12	76:24	terrible	96:7 99:4,8
107:11	takes	55:12	107:1,2,7
108:5,10	17:8	testified	110:3,5
109:17	taking	6:18	115:10
112:23	47:23 122:23	testimony	120:17
113:5,12	124:3 136:6	10:15 95:25	127:14 129:5
114:2,11	talked	110:11,16	131:4 132:7
115:1,5	53:13 129:13	111:14	135:5,8
116:3,8	135:4 137:8	117:22	137:5 139:4
117:7	152:7,9,10,	146:12	144:5
119:13,21	14	147:23	thinking
123:3,10,13,	talking	148:10	29:24 113:1,
15,17,22	22:2 26:3,25		14
124:13,25	39:14 42:22		
125:23			

Joseph F. Pavlik

August 20, 2024

third 115:22 116:5	86:15,16 88:7,10,12 89:13,19 95:4 97:7 98:13 99:4, 9,15 102:6 106:22 107:5,9 108:18,24 110:6,18 111:19 115:13,15 116:20 118:22 121:2,8 125:18 126:2 129:5 130:10 135:2,17,20 153:23,25 155:3 157:13 158:22 159:18 160:21,23	30:2,4,8 42:14 47:23 63:5 66:14 72:8 96:25 116:20 142:7 154:22 155:7,9	trademark 52:24 54:24 59:13 142:20 143:19 trademarks 57:2 tragedy 59:6 Trail 7:6 transaction 92:18,23 93:19,21 transactions 121:8 127:24 131:13 134:8 153:24 transferred 8:10 59:7, 12,20,23,24 60:1 64:6 transitioned 95:22 transparency 26:15 transpired 90:14 trashed 58:2 travel 80:7 147:14 treat 59:2 trial 10:15 trouble 35:13 true 58:5 65:9,25 79:22 86:1 119:21 125:1 131:6 132:16 133:15 156:13 trust 78:8 117:21 158:4
thought 39:14 53:16 55:23,24 73:7 80:20 95:8 119:16 122:15 143:17,21,23	111:6 threatening 111:6 threats 32:9,11,15 111:24 120:4 three 35:9 43:4 53:13 88:24 92:4 116:19 121:3,4,21 122:3,18 thrown 126:13 134:17 ticket 145:20 147:8 time 5:5 9:12 15:22,25 16:11 25:22 26:14 28:12, 20,22 31:15, 16 33:6,9, 12,14 34:7, 22 35:16 37:4,17,19 39:4 41:12, 25 43:21 44:14 45:12 51:11 66:5 67:18,24 68:1,5,8,19, 20 70:25 72:17 78:18 80:25 81:12 82:2,4,24 85:3,20,21	token 12:5 122:17 told 8:20 34:11 38:18 39:5 40:15 46:4 56:17 71:10 72:22 80:9 84:14 109:2 140:12,19 153:12,21 159:8,15 Tom 18:25 19:3,4 46:19,25 47:6 68:18, 20 152:3 154:13 Tom's 18:24 top 45:13 89:18 97:16 102:22 103:3 145:10 155:22 total 106:12 115:5 totally 10:10 48:20 tough 14:17 87:10 track 15:23 16:1 35:21 tracking 38:15 trade 59:20,22,23 68:12,25 159:5	

truth 55:19 72:1 109:2 117:1 156:9	109:1,5 112:4,11,19 114:3 116:21 119:2,8 120:22 121:4,6 128:7 144:10 153:6,22 159:8	71:11 72:12 73:4,7 74:17 76:20 120:18 121:17 122:9	129:21 136:10 141:21 143:12 144:7 150:3,6
truthfully 11:10,16 78:3 117:19 128:11		<hr/> U <hr/>	understood 12:7 78:20 79:1 123:7 130:14
try 20:22 29:12 39:1 57:24 58:8 96:16, 17	Tucker's 121:14	U.S. 6:2,5	undertake 92:17 93:17
trying 7:15 44:15 51:7,19 57:12 64:23 66:13,18 73:12 91:13 126:4,10,15 132:4 158:17 160:3	Tuesday 5:1,6	ultimately 86:2,8	Union 7:23 8:7,9
	turned 85:25	unable 11:9	unit 64:3 65:7
	turns 156:25	unaffiliated 44:2	unpack 20:23 22:9
	Twitter 9:13 114:7 135:18 149:7	unauthorized 82:7,15	upper 5:21
	two 14:20 15:1 18:25 24:16 26:10 28:8, 24,25 39:7 63:18 64:2 68:10 88:23 100:13 118:14 121:10 144:24,25 149:21 159:15 160:9	unaware 74:7 147:13 154:4	<hr/> V <hr/>
Tucker 21:8,13 22:5 23:14 24:17 25:5 26:9,10 28:23,25 31:23 32:15 34:2,13 41:22 43:21 45:5 47:19 50:25 52:21 56:25 59:15 60:23 61:3 62:7,9 70:10,22 72:24 74:9 77:17,21 78:4 79:12 85:11 89:17, 21 90:3 91:2 92:19 95:14 96:18 98:18 99:25 100:10,12 104:23 105:4 107:10 108:22,23	two-day 99:14	uncover 157:19	various 120:4
	two-ounce 28:2 50:6,7	uncovered 156:6 159:25	Vegas 68:25 69:4 159:3
	type 13:12 15:24 51:9 159:22	uncovering 157:18	verbal 111:24
	types 14:8 48:23	undergrad 8:11	verbally 32:8
	typically 32:12 98:17	underneath 27:21 110:13	verified 137:16
	Tzanetatos 24:2,5 26:11 69:22 70:23	undersigned 88:23	version 70:13 71:8
		understand 11:24 25:17 39:18 71:23 73:15 123:11 126:9 144:3, 16	versus 5:25 36:3
		understanding 21:17 24:6,9 35:7 38:16, 25 45:2 51:19 53:20 69:1,10 80:9 89:2,4,11 101:9 121:13 122:11	video 5:6,12,13, 17,19 10:6,7
			video- recorded 5:22
			videographer 5:4 6:2 18:10 83:8, 11,14

Joseph F. Pavlik

August 20, 2024

160:12,15,24 161:3,11 view 5:14,20 visit 68:24 99:13 vitamins 66:12 voiced 120:10 voluntarily 81:23 volunteer 19:14 volunteered 74:24 75:4 159:4 volunteers 19:16 46:3 55:14 vote 85:14,17 86:2,8 91:9 voted 86:15 96:3	129:8,13,14 136:3 145:13 152:8,11 159:20 160:9 wanted 9:22 32:23 49:13 64:25 70:23 73:6 85:18 96:7 100:9 109:4 115:17 wanting 107:6 120:1 warehouse 66:5 water 28:1 48:25 49:1,6,9,15, 18 50:1 55:1 57:4 59:16 watered 66:11 way 25:16 39:1 44:7 95:3 110:23 118:12 132:7,10 151:2 website 58:23 62:19 63:9,10 64:2 65:23 66:3 week 156:7,12 weekly 156:24 157:3 weeks 149:9 went 7:22 8:1 25:7 45:6 62:2,3 65:17 71:19 72:5, 23 73:19 99:13 107:17 115:18	121:18,23,24 122:6,14 124:7 125:3 127:12 132:7 147:10,17,20 whatsoever 46:8 150:16 154:23 whereof 88:23 whispering 5:10 wholly-owned 54:20 wife 23:14 24:18 26:12 29:7 120:12,19,24 121:14,16 withdrawal 121:15 withdrawals 120:25 121:10 withheld 92:19 witness 5:12,14,18 6:9,14,17 18:5,11,12, 15,18 88:23 140:6 witness' 5:19 witness-only 5:12 word 14:24,25 85:23 words 15:1 123:14 work 14:8 15:9, 21,23,24 16:2,3 49:13 66:11 159:22	worked 17:11 19:16 27:18 29:8 43:15 73:22 working 7:14 15:2,5 25:19 42:6 56:15 67:6 68:3 works 91:23 world 9:13 worry 118:15 worth 142:8,9 143:9,24 146:10 written 9:10 12:18 60:18 94:11 96:9,14 103:22 104:5,18 109:10,16 113:8,23 115:12 117:6 wrong 52:21 54:10 Wyatt 150:8,15
<hr/>			
W			
<hr/>			
W-Y-A-T-T 150:8 walk 7:17 13:4 Wallace 7:23 8:7,10, 17 want 5:18 7:19 10:18,19 11:6 26:5 32:3 34:9 39:18 43:14 59:3 60:6,7 73:13,19 74:12 81:20 82:3 87:16 93:15 106:25 120:2 127:5			
<hr/>			
Y			
<hr/>			
yeah 7:19 17:15 18:18 20:11 26:23 27:10, 23 33:20 35:17 39:9 44:10 47:5 49:8 63:11, 16 64:1 65:10 73:13, 17 79:23 80:16 83:3,			

Joseph F. Pavlik

August 20, 2024

4,6,10
87:10,22,23
89:1 93:1,
14,25 94:13
99:11,17
101:1 107:2
108:24 109:7
112:14
116:14
118:22
119:22
123:19
124:18
125:19 129:5
141:18
143:12 144:4
146:5,7,14,
16 147:14,21
161:2

year

33:20 35:6
36:25 45:10
72:16 159:14

years

13:5,10
14:5,16
71:18 99:7
116:19

York

148:6,9

Z

Zarro

18:24 19:2,4
46:19 47:6
52:15 68:18,
20,23 152:3
154:13,19

zoom

87:18,22